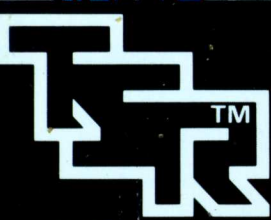


MSL1
ADVENTURE
6899



MARVEL SUPER HEROES™

Official Game Adventure

X-Terminate

by Dale "Slade" Henson



BUTLER





Official Game Adventure

X-Terminate

Table of Contents

Introduction	2
Chapter 1	4
Chapter 2	5
Chapter 3	6
Chapter 4	7
Chapter 5	9
Chapter 6	12
Chapter 7	13
Chapter 8	15
Chapter 9	17
Chapter 10	20
New Gadgetry and Equipment	24
The NPC Bad-Guy Roster	26
Player Character Roster	31
Apocalypse's Headquarters	9
Factor Three Headquarters	22

Credits:

Adventure Design: Dale "Slade" Henson
Editing: Caroline Spector
Cover Art: Jeff Butler
Interior Art: Jeff Butler
Maps: Dave Sutherland
Typography: Gaye O'Keefe
Production: Sarah Feggstad
Thanks To: Steven Schend, James Ward, Jeff Grubb

MARVEL SUPER HEROES is a trademark of the Marvel Entertainment Group Inc. All Marvel characters, character names and the distinct likenesses thereof are trademarks of the Marvel Entertainment Group Inc.
©1991 Marvel Entertainment Group Inc. All Rights Reserved.

The TSR logo is a trademark owned by TSR, Inc. Game Design ©1991 TSR Inc. All Rights Reserved.

Distributed to the book trade in the United States of America by Random House Inc, and in Canada by Random House of Canada Ltd. Distributed to the book and hobby trade in the United Kingdom by TSR Ltd. Distributed to the toy and hobby trade by regional distributors.

This material is protected under the copyright laws of the United States of America. Any reproduction or unauthorized use of the material or art work printed herein is prohibited without the express written permission of TSR Inc. and the Marvel Entertainment Group Inc.

Printed in the United States of America.

ISBN 1-56076-066-4
6899XXX1401

TSR Inc.
P.O. Box 756
Lake Geneva
WI 53147
U.S.A.



TSR Ltd.
120 Church End
Cherry Hinton
Cambridge, CB1 3LB
United Kingdom



INTRODUCTION

In the Mood

The mysterious man in purple reclined in his chair. He toyed with the brown cape slung over his arm, then drummed his fingers on the mahogany desk in front of him. "Is that all you have say?" he asked.

His visitor squirmed with nervous agitation under the man's gaze. The visitor licked dry lips, hoping it would help him speak. "I, uh, have more," he began. "The Original X-Men from years and years ago are back together again. They are calling themselves X-Factor."

The man behind the desk shook his head then glared at the messenger. "Damien, I want you to tell me something I don't already know!" The man yelled with such force Damien felt as though his ears would burst.

Damien's hands shook with fear as he tried to light a cigarette. He dropped the match which extinguished as it fell to the floor. The useless cigarette hung from his mouth and trembled as he spoke. "W-well, Archangel is still trying to get out from under the thumb of Apocalypse, and Apocalypse is trying to maintain his grip. There's a chance that X-Factor will succeed in getting control from him. Apocalypse wants to talk with you about these mutant menaces." Damien ventured a glance at his employer.

The man behind the desk looked away as he pondered the information. He stroked his chin in a thoughtful gesture. "So, Apocalypse wants to speak with me," he said, "and what does he wish to speak to Dominus about?"

"Apocalypse wants to rid himself of X-Factor's presence. It seems that he can't do anything without attracting their attention. He has a plan and he wants your and Mister Sinister's help." Damien started to relax. This time, hands trembling imperceptibly, he managed to light his cigarette.

Dominus laughed and slapped the table with his hand. He stood and stalked about the room. He stopped suddenly in front of Damien. His fingertips slipped under the smaller man's larynx and, with an effortless gesture,

lifted him in the air. He thrust his snarling face against Damien's panicked countenance.

"Apocalypse and Mister Sinister? What is this? Some kind of joke? Do they want to prove that The Twelve are the only ones who can survive in the end?"

Damien's eyes bulged with fear. "N-no sir," he gasped. "They feel that the only way to defeat these gangs of mutants is for the Lone Stars of Chaos to band together against them. That is all! I swear!"

"Very well," Dominus said, tossing the small man away from him. "Tell Apocalypse I will speak with him only if he comes here. Now leave me and don't come back without Sinister and Apocalypse." Damien scrambled to his feet and ran.

A week later, the meeting between Dominus, Apocalypse, and Mister Sinister took place. They discussed their plans to end the interference of X-Factor.

"Going after X-Factor is all well and good, but what of the other mutant teams that feel they are also good guys?" said Dominus. "The New Mutants, X-Men, Excalibur, and those idiotic X-Terminators; they pose as much of a threat as X-Factor."

Apocalypse looked at Dominus through narrowed eyes. "Yes, I agree they are bothersome, but X-Factor is far more potent and far more . . . vexing. If we destroy them, we can defeat any other mutant group. In fact, we may defeat those other groups through fear alone once X-Factor is dead. Just think of the possibilities." Apocalypse leaned back in his chair. A pleased smile played across his face at the thought of X-Factor's demise.

"What do you propose, then?" asked Dominus.

"I suggest we create their worst enemy—themselves," interjected Mister Sinister. "I have the capacity to create clones of them. Apocalypse can create mental shields that will protect our minds from my Professor-X clone, and you have the capability to create robots which can destroy them as well. These forces are sure to debilitate X-Factor once and for all. We must use every resource we have. Are we together on this?"





The three evil denizens looked at each other and smiled. Outside, a flock of birds broke for the sky as their hideous laughter echoed through the countryside.

Getting Started

If you are going to be the Judge, you should read through this module at least once before starting play. This assures a smooth-playing game. If you are an inexperienced Judge, you may want to review the Marvel Super Heroes™ Advanced Set rule books.

If you are a player, stop reading now. If you read the module before play, the fun and excitement is gone. You'll know what's going to happen, and what fun is that?

X-Terminate is compatible with both the Advanced and the Basic Marvel Super Heroes™ rules systems. If you do not have one of these two systems, you won't be able to play this adventure.

Because this adventure involves mutants, *The Uncanny X-MEN Special! Campaign Set* will be helpful for additional background and information.

This adventure takes place at X-Factor's base of operations located in New York and in New Mexico. New Mexico is where the villains of this piece, the New Factor Three, have located their base. Initially, the New Factor Three comes after the heroes, but in the end, the heroes

will have to pursue the villains.

As Judge, you will be awarding the players Karma Points. These points should be given for excellence in role-playing and team work. Players who stand back and fail to help the group may even receive Karma Point reductions. As Judge, you have the final say on these matters.

In the Player Character Roster at the end of this module, you'll find the stats for X-Factor. These are the characters the players will be running: Archangel, Beast, Cyclops, Iceman, and Marvel Girl. These characters are set up for immediate play. If the players wish to use their own characters, the Judge will have to make some adjustments—the clones Apocalypse creates are of the player's characters, no matter who they are running.

Now all you have to do is create a game session that is fun and exciting for the players. This can be difficult at times, but the rewards are numerous. Good luck!





CHAPTER 1: INTERLUDE

SUMMARY: X-Factor is called to eliminate villains trying to rob the First National Bank of Manhattan.

STARTING: The characters are at their base when they get a call from the manager of the First National Bank of Manhattan. He begs X- Factor to come and rescue them from two masked bandits who are stealing money from the bank.

ENCOUNTER: When the character's get to the bank, they see several uniformed police officers lying on the ground obviously diseased and dying. The rest of the police are hiding behind their cars. The S.W.A.T. team is paralyzed—many of their members lie near death, their flesh covered with yellowish secretions.

The characters have found Pestilence and War: two of the four horsemen of Apocalypse. However, the Judge should not tell the players that these villains are minions of Apocalypse. The players should figure that out for themselves. Pestilence and War attack X-Factor as soon as they arrive.

PESTILENCE

F	A	S	E	R	I	P
TY	TY	TY	RM	PR	TY	GD
6	6	6	30	4	6	10
Health: 48			Karma: 20			
Resources: FB(2)			Popularity: -30			

KNOWN POWERS

Disease: Pestilence is immune to disease. She infects a target by hitting them with a green Fighting FEAT roll. Infection results in an immediate -3 CS for all abilities. If any of the character's abilities drops to zero, the character falls unconscious. Please see the Roster Book in *The Uncanny X-MEN Special! Campaign Set* for more information.

War

F	A	S	E	R	I	P
RM	GD	FB	PR	TY	GD	TY
30	10	2	4	6	10	6
Health: 46			Resources: FB (2)			
Karma: 22			Popularity: -30			

KNOWN POWERS

Detonation: By clapping his hands, War can cause an explosion of AM magnitude and range. Please see the Roster Book in *The Uncanny X-MEN Special! Campaign Set* boxed set for more information.

AFTERMATH: If X-Factor defeats the two horsemen of Apocalypse, the villains suddenly blip out of sight. (Apocalypse teleported them away.) The bank manager comes out of the bank and personally thanks X-Factor.

Unfortunately, the two Horsemen ended up stealing nearly \$300,000 in small bills, but it would have been much higher if X-Factor hadn't shown up. This also gives X-Factor the alibi they will need in the next chapter.

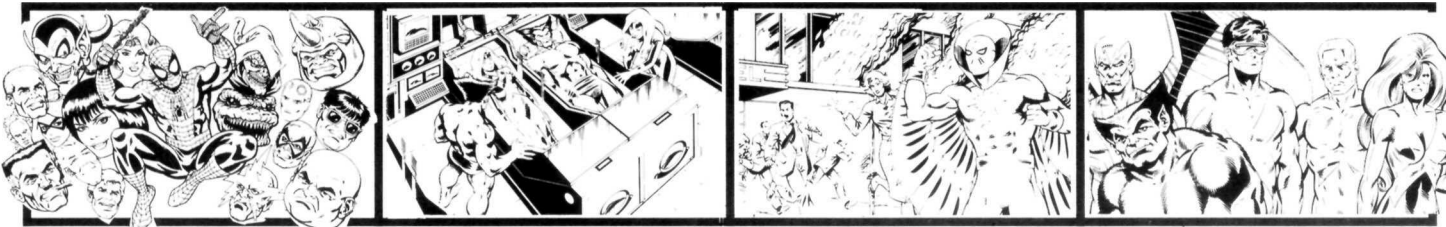
If the two Horsemen succeed in winning the battle, they continue stealing until they obtain one million dollars. At that point, they are teleported away by Apocalypse.

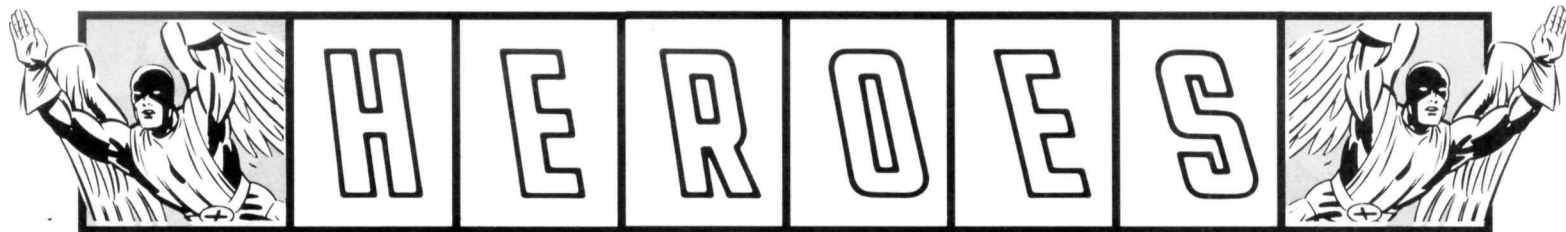
KARMA:

Defeating the Horsemen:	+75
Losing to the Horsemen:	-40

POPULARITY: The job that X-Factor just did was highly publicized. If they fail, the whole city knows it. But by the same token, if they win, the city knows it as well.

Defeating the Horsemen:	+5
Losing to the Horsemen:	-5





CHAPTER 2: AVENGERS DISASSEMBLED!

SUMMARY: The heroes learn the fate of the West Coast Avengers at the hands of... X-Factor?

STARTING: It is late morning, approximately 11:40 a.m. The characters are late getting up because of their encounter with War and Pestilence the previous day. When the characters turn their television sets on, they hear the following news report:

"Late last evening, the West Coast Avengers finished solving a series of murders. Seven people were indicted and are now awaiting trial. As the Avengers left the Azusa, California police station, they were brutally attacked by five unidentified assailants."

"Eye-witnesses said the attackers resembled the long-defunct crime fighting team the X-Men. Two Avenger members, Quicksilver and U.S. Agent, are in intensive care where they remain in critical condition at this hour."

"The West Coast Avengers were quoted saying that their East Coast branch is looking into the matter at this time. Meanwhile, all of the greater Los Angeles area is hoping Quicksilver and U.S. Agent come out of intensive care soon."

ENCOUNTER: The X-Clones, a group of mutants cloned from the original X-Men, were created by Mister Sinister, and the New Factor Three. These imposters were sent out by Mister Sinister to see how they would react in a real-life situation. The X-Clones saw Quicksilver—who was a villain when they fought him many years ago—and attacked him and his companions.

The East Coast Avengers, alerted by their West Coast branch, went to X-Factor's headquarters and found them gone. They return the next afternoon for an explanation of the previous day's events. The Avenger's suspicion is that X-Factor used their original clothing for this attack in order to blame the incident on impostors.

If X-Factor talks to the Avengers and convinces them that they are not part of this terrible crime, the Avengers will calm down. One way for X-Factor to clear their name

is to have the Avengers call the manager of the First National Bank of Manhattan who will verify their alibi for the time of the assault. They will sit down with X-Factor and show them a video tape of the assault.

After the tape has played, the Avengers leave, telling X-Factor they should look into this matter as soon as possible.

AFTERMATH: If X-Factor fails to convince the Avengers they are innocent, the Avengers attack them.

If X-Factor convinces the Avengers of their innocence, but don't leave immediately for the West Coast, they meet up with the X-Terminator robots, sent by Dominus, for the first time within a few hours.

The robots fight with their fists, two of them fight with sword hands made of MN strength material. When they are destroyed, they must roll a successful AM FEAT against their self Perpetuation powers. If this is successful, they rebuild themselves within an hour. If it is unsuccessful, they are permanently destroyed.

Dominus and the New Factor Three hope that X-Factor are successful against the X-Terminators. This only makes the X-Terminators stronger. In the end, when they defeat X-Factor, they plan on using these duplicates to defeat every other mutant super hero group in the world.

KARMA:

Convincing the Avengers of X-Factor's innocence: +10
Failing to convince Avengers of X-Factor's innocence:

-15

Success against X-Terminator Mark I:

+40

Failure against X-Terminator Mark I:

-50

POPULARITY: The heroes have been made to look bad. They can, however, through their actions and reactions with the Avengers, clear their names. If they battle with the Avengers, their popularity drops.

Positive interaction with the Avengers:

+1

Negative interaction with the Avengers:

-2

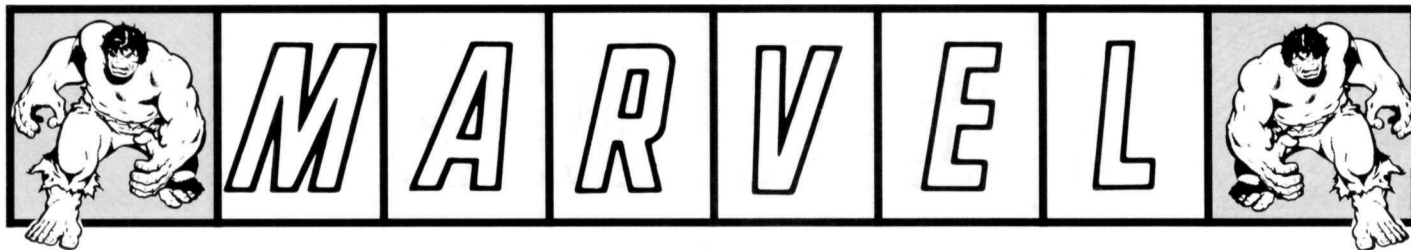
Success against the X-Terminators:

+2

Defeat at the X-Terminators' hands:

-5





CHAPTER 3: X-TERMINATE MARK I

SUMMARY: When X-Factor gets to the West Coast, they have their second run-in with the X-Terminate robots created by Dominus.

STARTING: When the characters get off their plane they are met by the West Coast Avengers. The Avengers say they are on their way to the hospital where Quicksilver and U.S. Agent are in intensive care. They ask if the X-Factor wishes to join them.

If the PCs go with the Avengers to the hospital, they see the two heroes with IVs and tubes sticking out of various parts of their bodies. Quicksilver is badly burned and bandaged, while U.S. Agent is in a full-body cast from the shoulder blades down.

If X-Factor decides not to go to the hospital, they will meet the clones Mister Sinister created from the original X-Men genetic material. These X-Men clones, otherwise known as the X-Clones, are as powerful and knowledgeable as the people whose genetic material created them. Please see Chapter 4 for more information about this encounter.

Encounter 1: As X-Factor is leaving the hospital, they hear cries of fear coming from the nursing assistants and doctors in the hallway. They see four figures approaching them at MN speed. These figures are human sized, and are flying with their feet aimed at the ground as though suspended on gyroscopes.

X-Factor has just met the X-Terminator Robots. These constructs wear soft blue armor with white X's on their chests, arms, and legs. They fight with their fists. Two of them fight with sword hands made of MN strength material.

The Judge needs to keep track of which X-Factor character fights which X-Terminator robot. Each of these robots has the ability to repair and rebuild itself within one hour after it has been incapacitated.

The robots become immune to the attack form used to destroy it. If Cyclops used his Optic Blasts to destroy one of X-Terminator robots, the next time he faces that partic-

ular robot he would find his Optic Blasts had no effect. Needless to say, this makes the X-Terminators frightening, and darn near invincible, foes.

When X-Factor leaves the hospital the Judge should run Encounter 2, below. If the West Coast Avengers are with them, the X-Clones run away and disappear. The New Factor Three does not want to waste their clones at the hands of both X-Factor and the Avengers because there is no way for them to win that kind of battle. Apocalypse teleports the X-Clones away if they are in grave danger.

Encounter 2: X-Factor sees the X-Clones outside. The X-Clones are looking for X-Factor. Initially when they spot X-Factor, the X-Clones just talk to them. The X-Clones believe that X-Factor are evil impostors who are bent on destroying their polished image. They refuse to listen to reason because they believe X-Factor is lying.

"The X-Men cannot allow you to continually blemish our good name. We promise that before the end of the day, you impostors are doomed for a life in prison, or worse." The X-Clones do not want to battle X-Factor without Professor X-Clone with them. They can see the conditioning and weaponry X-Factor carries and they know they can't succeed without Professor X-Clone with them. Once they have spoken, they turn and run.

AFTERMATH: If the characters chase after the X-Clones, they will lose the X-Clones once they turn a corner. The X-Clones disappear into thin air. Apocalypse and the rest of the New Factor Three are not going to waste their precious creations on frivolous battles.

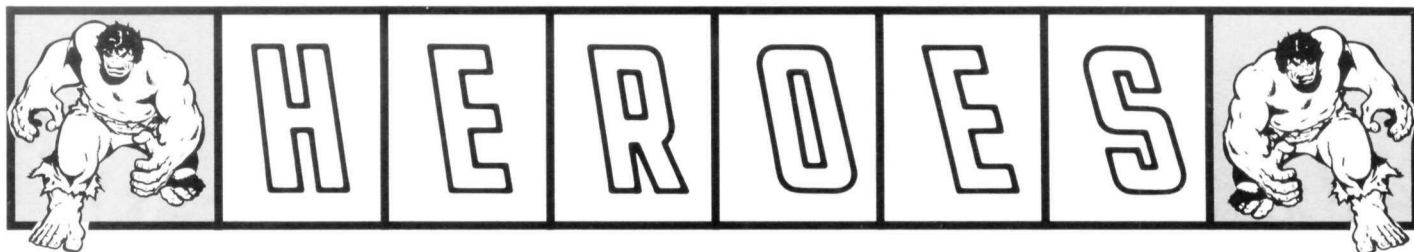
KARMA:

Defeating X-Terminator Mark II:	+50/each
Losing to X-Terminator Mark II:	-40/each

POPULARITY:

Defeating the X-Terminators:	+2
Losing to the X-Terminators:	-5





CHAPTER 4: THE X-CLONES REGROUP

SUMMARY: This encounter should be run if X-Factor and the West Coast Avengers meet the X-Clones in front of the Azusa Memorial Hospital. The X-Clones regroup and attack X-Factor when they are alone. A clue about Apocalypse's location is given at the end of the encounter.

STARTING: The Avengers are called on a mission and leave X-Factor alone. Should the characters offer to accompany them, the Avengers graciously refuse and speed away. Read the following aloud to the players:

The day is turning to dusk and fog from the Pacific Ocean is rolling in on a cool breeze. The unmistakable sea smell of salt and fish is in the air. As you walk down the street to your hotel, you hear a whirring sound behind you. You spin around, but see nothing except asphalt and buildings.

Suddenly, from the direction you were traveling, cries startle you. As you wheel about, you are attacked by younger versions of yourself.

ENCOUNTER: The X-Clones have come to attack the player characters. Professor X-Clone does not attack unless X-Factor is winning the battle. In this case, he uses his erase *memory* ability to throw a mental block in the most powerful character's mind. If this attack succeeds, the character can't attack any more.

However, that character is not completely out of commission. If the rest of X-Factor tries to help the character clear his mind, he gets a Psyche FEAT roll every day. If they do not help him regain his memory, he gets a Psyche FEAT roll once a week. A red result indicates that the mental block has been lifted.

Professor X-Clone also uses his Mental probe to alert the X-Clones of where and when attacks will occur. This gives the X-Clones a +1 CS on their defense, dodging abilities, and attack rolls. At the same time, X-Factor receives a -1 CS on all their attacks, dodges, and defensive rolls. This is the edge they probably need to suc-

ceed. If that does not give the X-Clones the advantage, Professor X-Clone also uses his Mental blast of MN stunning intensity to further subdue X-Factor.

The Beast-Clone and Marvel Girl-Clone work at getting the real Cyclops' eye visor off. Should this occur, the real Cyclops cannot attack without running the risk of hurting his fellow X-Factor members. If the character opens his eyes anyway, there is a 50% chance that he damages one of his own partners for AM damage.

The Marvel Girl-Clone also tries to telekinetically alter the paths of Archangel's blades, aiming them back at him, or at the real Iceman. She is able to do this at a RM ability as long as the weight equivalent of the blades is no greater than GD strength.

The Angel-Clone has an attack form he's never used before. While in hand-to-hand combat, Angel can strike with his wings as an EX attack with GD damage, but he stays away from his real counterpart, Archangel, realizing that Archangel's metallic wings are sharp enough to shear his wings right off.

The Cyclops-Clone can control his eye blasts and doesn't have to wear the protective ruby-lens goggles the real Cyclops must employ. He can attack or not as often as he chooses. He doesn't tire from his attacks. The Cyclops-Clone doesn't waste his time attacking the real Cyclops. He realizes his eye-blasts are ineffective against the real Cyclops. By the same token, the real Cyclops' eye beams do not affect the Cyclops-Clone either.

The Iceman-Clone attempts to coat the wings of Archangel with ice. This reduces Archangel's movement and attack by -3 CS. It also reduces the attack from his wings by -3 CS as well. This penalty is effective for two to ten rounds.

AFTERMATH: If the X-Clones win this battle, they leave X-Factor lying on the ground. They reports back to Apocalypse for information on the location of more "evil" mutants. The X-Clones leave with Professor X-Clone and





return to New Mexico where Apocalypse keeps his base. This is where the New Factor Three have placed their temporary base of operations.

If the characters are winning, the Judge should have one of two things happen: either have the X-Clones run away screaming for Apocalypse, or have the last one left murmur something about Apocalypse. This is the clue the characters might find useful.

KARMA: Losing a battle against younger and more inexperienced people can be damaging your health—especially when those people are nothing more than immature versions of yourself.

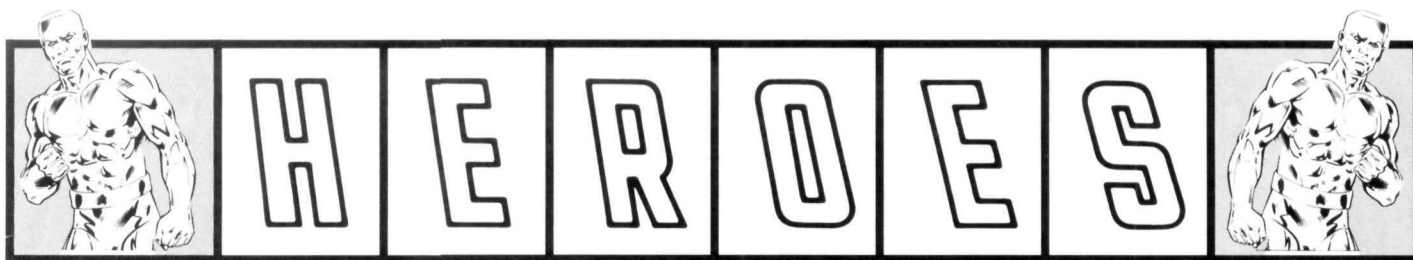
If the characters were victorious over the X-Clones, they deserve the Karma they are rewarded. However, if they lose, they should not only have their Karma reduce,

but they should also be chagrined by this loss. The Judge should make clear to the players how bad this loss was for them. Only ONE of the following Karma point awards should be given to the characters.

Losing to the X-Clones:	-20
Triumphing over the X-Clones:	+50
Were victorious but attempted to murder the X-Clones:	-30

POPULARITY: This battle was not publicized, so the character's Popularity scores remain unchanged. However, if the characters were defeated, there is a chance (30%) that a newspaperman happens by and photographs X-Factor unconscious.





CHAPTER 5: APOCALYPSE NOW

SUMMARY: The player characters now have a clue to the X-Clones creator and controller. In this chapter the characters collect clues that lead them to the evil Dominus as well.

STARTING: If the characters know where Apocalypse has located his headquarters, they find it easily. However, if they do not, they can ask the West Coast Avengers (or any other super hero team) and will be given directions.

ENCOUNTER: When X-Factor reaches the headquarters of Apocalypse they notice a 10' tall fence with rolled razor wire attached to the top. The razor wire does TY damage every round to all who touch it. The fence is also electrified, which causes GD damage to anyone touching it.

While passing or climbing the fence, the characters see a hideous man running toward them. This is none other than Apocalypse's Hell Hound, Caliban, former ally of X-Factor.

Caliban

F	A	S	E	R	I	P
EX	EX	RM	RM	TY	RM	IN
20	20	30	30	6	30	40
Health: 100			Resources: FE (2)			
Karma: 76			Popularity: -10			

KNOWN POWERS

Mutant Detection: AM rank, range 25 miles.

Fear-Enhanced Strength: Can raise to AM strength.

Emotion Projection: AM intensity at range of one area.

Night Vision: Suffers no CS penalty for darkness.

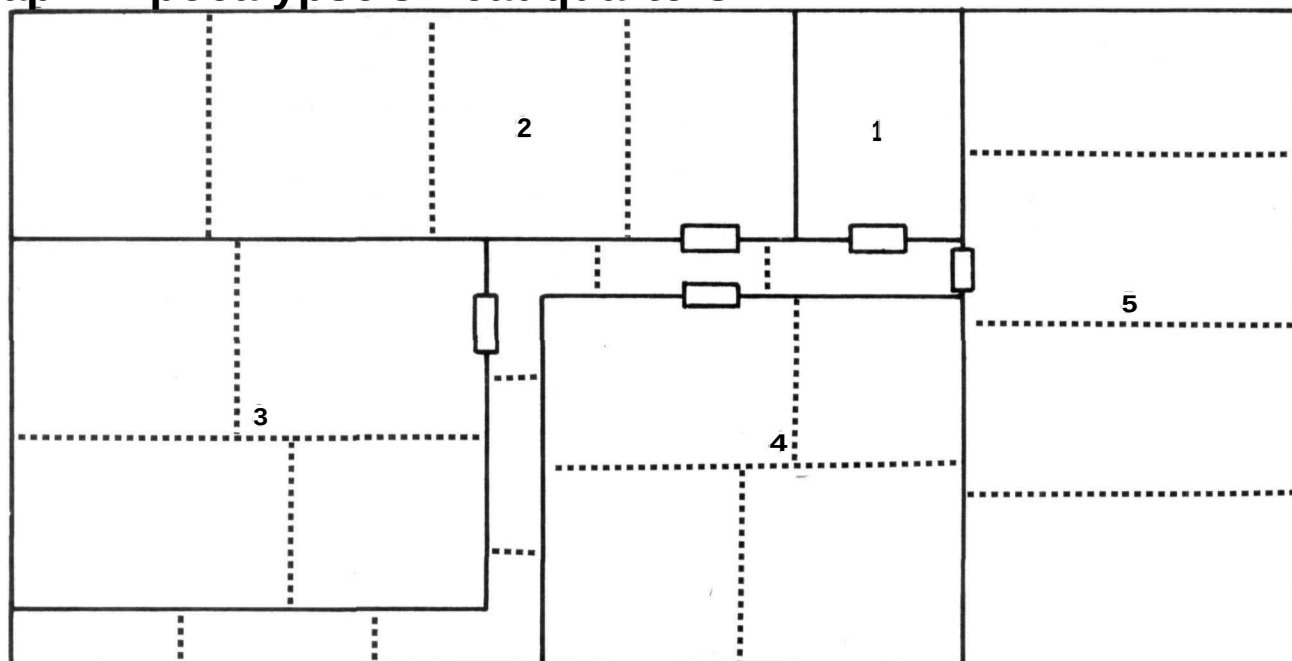
Body Armor: RM rank against all attacks.

TALENTS: Martial Arts A and C.

Caliban, when he gets within range of X-Factor, uses his Emotion Projection powers to instill fear in the characters. Every success increases his strength by one CS. This CS alteration, however, stops when his strength reaches AM.

Once Caliban is defeated, the characters do not have

Map 1 Apocalypse's Headquarters





another battle until they reach the house. Here, the two horsemen who survive attack X-Factor.

If the characters successfully kill War or Pestilence, they encounter no one when they first get in the house. Instead, they have the house to contend with.

Page 9 contains the map of Apocalypse's headquarters. Below is a brief synopsis of what the characters can find in the rooms.

Room 1: Room 1 is a bathroom. It, unlike most bathrooms in a house, contains multiple stalls and multiple urinals.

Room 2: Room 2 is a large kitchen. It contains an elaborate stove and refrigeration center. Its large counters resembles those found in large restaurants.

Room 3: Room 3 is a large barracks. It has beds for thirty persons. The beds are all made in perfect military style. A quarter could be bounced off them.

Room 4: This room is locked. If the lock is picked or the door is broken open, an alarm is set off. The police arrive within three minutes to arrest the trespassers. The bail for release is \$400.00 apiece. This is the private quarters of Apocalypse.

Room 5: Room 5 is the brains of Apocalypse's operation. There are monitors imbedded into the wall which are part of an elaborate security system. This also

houses one of the largest computer systems ever devised by man. The characters are walking on a platform above the real floor. If the panels of this platform are pulled up, a maze of wires of all colors and sizes can be seen.

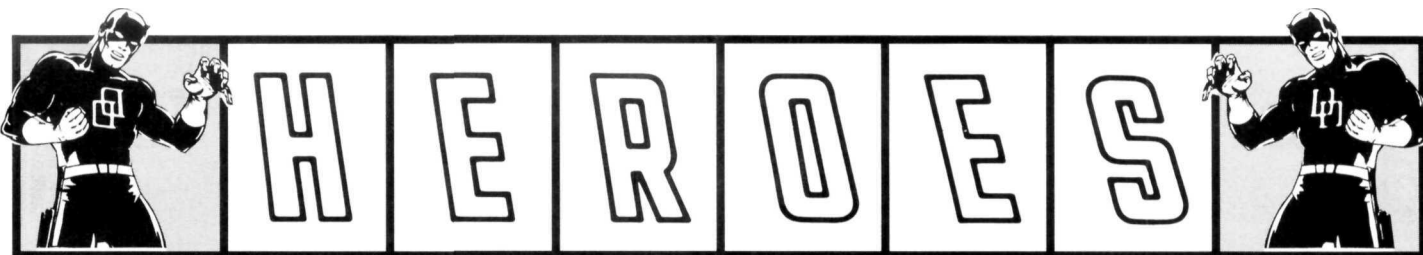
The sound in the room is not deafening, but it is loud. A large air conditioning unit stands in one corner. It puts out the most sound, but its operation is necessary. Without it running, the computers would overheat and cease functioning.

On one of the desks, the characters find the plans for a mechanical device called the Mind Shield. The plans, which are in Apocalypse's handwriting, are very intricate and deal with mechanics unfamiliar to the characters. There are no models of the machine on the premises.

The computer requires a hand print to activate—Apocalypse's hand print—otherwise, it doesn't work. It also relays any hacking attempt to Apocalypse as well.

AFTERMATH: When the characters are in Room 5, they catch a glimpse of the evening news on one of the monitors. They see the X-Clones saving the lives of many people, pulling people out of a burning building. In the foreground, the characters see the man known as Sunstroke.





"Today at Providence Plaza, the Original X-Men saved the lives of hundreds of people. Police believe that the man responsible for the fire is this man (the picture shows a shot of Sunstroke) dressed in a golden suit. No motive for this action has been found yet..."

If the characters realize that Sunstroke is in the following of Dominus, they have found the second man in the evil trio known as the New Factor Three.

KARMA:

Defeating Caliban:	+75
Losing to Caliban:	-20
Defeating the Horsemen:	+40
Losing to the Housemen:	-20
Finding the clues to Dominus:	+20

POPULARITY: This was an unpublicized battle, so the characters experience no change in their popularity scores from this encounter.





CHAPTER 6: THE DOMAIN OF DOMINUS

SUMMARY: After collecting clues from the headquarters of Apocalypse, the player characters discover that Dominus is involved with the appearance of the X-Clones as well. They must go to Dominus' headquarters to find clues to where the clones are made.

STARTING: The characters are still inside Apocalypse's headquarters. If the characters entered Room 4, Apocalypse's personal quarters, the police are on their way. X-Factor must leave as soon as possible, otherwise they will be arrested.

Once they leave, any of their super hero friends can tell them where Dominus hides out. If the characters have met Dominus before, the location of his hideout has not changed.

ENCOUNTER: Located deep in Arizona, Dominus has a base where his computer can lie in complete security. This base appears to be nothing more than a standard ranch-style house. There are no outward appearances of anything unusual.

Once X-Factor enters the house, anyone who can see in the infrared light spectrum will spy several laser beams scattered throughout the house. These are motion detectors. If one is broken, Dominus teleports away to the Arizona Robotics Farm, which is the real headquarters for the New Factor Three. Before leaving, he instructs Sunstroke to deal with the intruders.

Sunstroke turns the laser beams on full blast and enters the room where the characters are. The beams cause no harm. They are designed to give him more strength. For every round he fights, he gains a point of Health. This total can exceed his maximum by 50%.

When the characters see Sunstroke, they recognize him from the video of the fire on the news. He denies being the one who started the fire if he is asked. He also denies any connection with Dominus and the existence of the X-Clones. He denies everything. Nothing Sunstroke says is the truth.

Sunstroke

F	A	S	E	R	I	P
EX	GD	GD	RM	GD	TY	GD
20	10	10	30	10	6	10
Health: 70			Resources: GD(10)			
Karma: 26			Popularity: 0			

KNOWN POWERS

Energy Conversion: IN ability to absorb, store, and release solar energy, light, and heat. He can release this energy with the following results:

- Heat: IN rank.
- Light: Visible flash of IN intensity.
- Gliding of TY airspeed atop thermal updrafts he creates.

Costume: The costume he wears allows him to absorb light energy. It also has glider wings which enable him to soar.

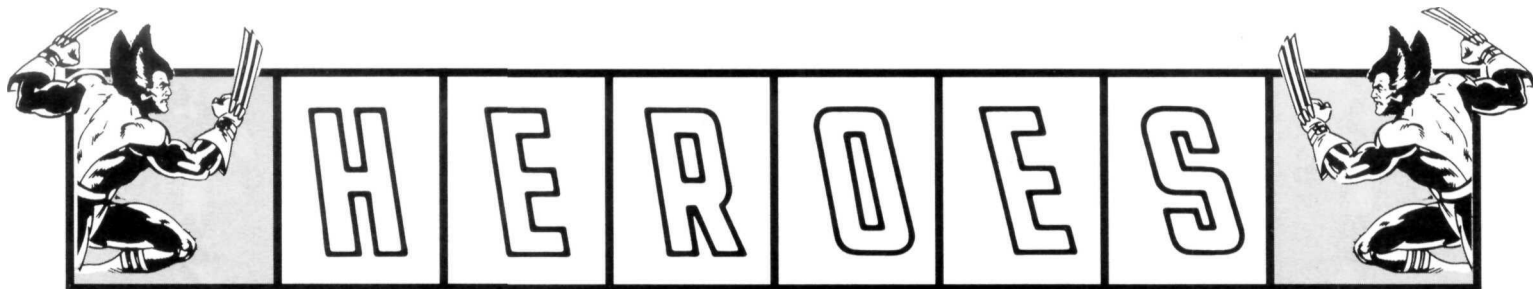
AFTERMATH: Once Sunstroke is defeated, he admits to being with Dominus. He speaks with difficulty, as he passes in and out of consciousness. "The New Factor Three is here to procure World Domination. Apocalypse and Mister Sinister are with him..." With those words, Dominus' minion passes out from the battle.

KARMA:

Losing to Sunstroke:	-20
Defeating Sunstroke:	+40

POPULARITY: This battle was unpublicized. The characters won't experience a change in their popularity scores from this encounter.





CHAPTER 7: THE MALIGNANT MISTER SINISTER

SUMMARY: With the menace of Sunstroke behind them, X-Factor can now go forward to their next goal: Defeating the vile Mister Sinister. However, as the characters search for this denizen of evil, the minions of the New Factor Three find them.

STARTING: If the characters have had dealings with Mister Sinister before, they know where his headquarters are located. Unfortunately, when the characters arrive, it is gone. It looks as though a building was never there.

Trees and brush have taken over where the building once stood. The characters, as they stand looking over the expanse of meadow, encounter Dominus' newly created henchmen, the X-Terminator Mark III robots. These machines have gone through two alterations since their original creation. These transformations have made them much tougher than before. Meanwhile, Mister Sinister watches over the ensuing battle from the safety of the bushes at the side of his former property line. When the fight is nearly over, he runs to his vehicle and heads back toward the Arizona Robotics Farm.

ENCOUNTER: The trees and the brush blow gently in the wind. There is a strange rustling in the air as a flock of birds suddenly alight for the sky. If the characters look around at that particular moment, they get the initiative on the X-Terminator Mark III robots. If they do not, they lose the initiative to these mechanical death machines, which begin attacking immediately.

X-Terminator Mark III

F	A	S	E	R	I	P
IN	MN	RM	GD	RM	UN	EX
50	75	30	10	30	100	20
Health: 255			Resources: MN (75)			
Karma: 60			Popularity: 0			

KNOWN POWERS

Robotic Construct: Human sized. Immune to gas, disease, vacuum, and psionic attack.

Mutant Detection: Can find mutants within a 12 area scan with successful RM FEAT Roll.

Body Armor: The external construction of the X-Terminator robots has EX strength against energy and physical attacks.

Self-Perpetuation: AM ability to rebuild once they have been destroyed. The robots can rebuild to full health within an hour with a successful FEAT roll.

Learned Immunity: Shift-Y ability to become immune to an attack form. Once destroyed by a certain power, a successful Shift-Y result terminates the effectiveness of that attack form against that particular X-Terminator, if it successfully rebuilds itself. For example, body armor immune to Archangel's wings, or Cyclops' optic blasts once destroyed by them and rebuilt.

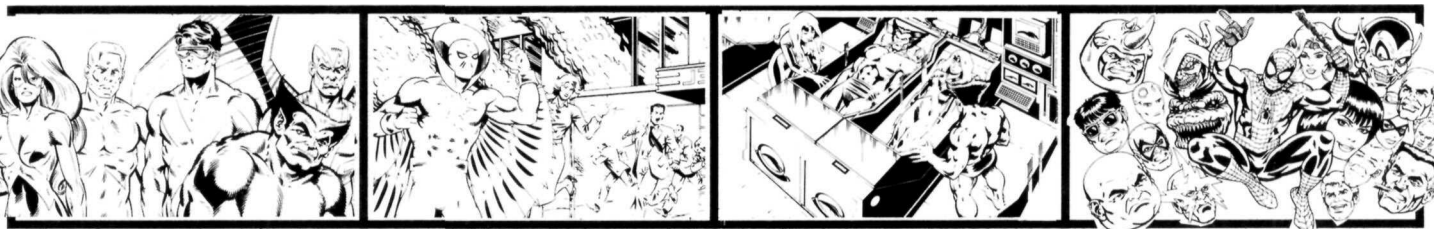
Speed: IN and speed and MN air speed.

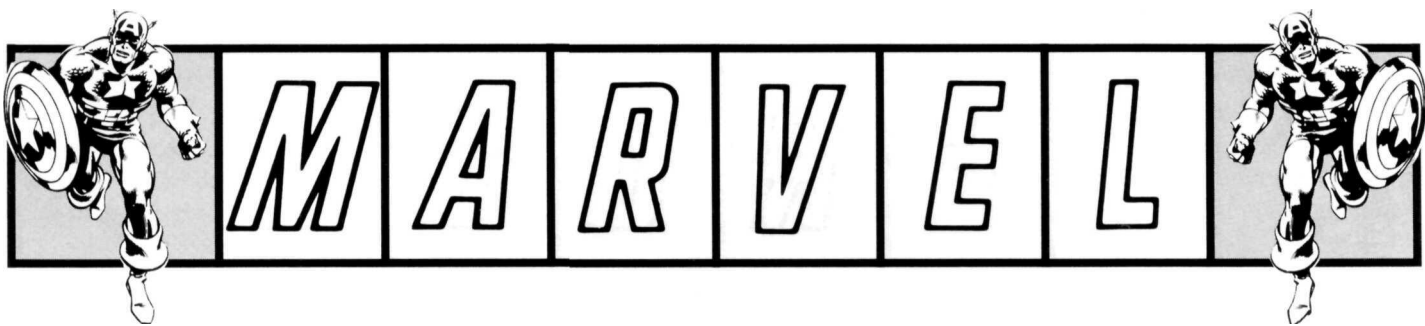
TALENTS: Military Strategy.

The Judge should remember that these robots are now immune to whatever destroyed them in the past. For instance, if Cyclops destroyed two of the robots with his eye blasts, those robots are now immune to his eye blasts. The other three robots can still be destroyed by him.

AFTERMATH: If the battle is going badly for the X-Terminator robots, the characters will see a masked man dressed in black, blue, and red running from the scene of the battle. If the characters catch him, they have found the evil Mister Sinister. He tries to battle the characters as best he can.

If the characters left intact X-Terminator Robots behind, the robots follow to continue the battle. If this happens, include Mister Sinister in the fight against the characters.





Mister Sinister

F	A	S	E	R	I	P
RM	IN	IN	UN	RM	AM	RM
30	40	40	100	30	50	30
Health: 150			Popularity: 0			
Karma: 170			Resources: IN (40)			

KNOWN POWERS

Telepathy: UN rank. With this ability, he can perform the following power stunts:

- Force bolts of UN intensity.
- Force Shields of UN intensity.
- Mental blocks of UN intensity. The victim must save vs UN rank Psyche FEAT or find themselves unable to harm Mister Sinister.

• Plant false or misleading memories with UN ability. Erase memory at UN rank.

• Astral Travel. When in the Astral plane, Sinister is +2 on his actions.

TALENTS: Medicine, Engineering, Psychiatry, Biochemistry, Genetics, Cloning, Computers, Electronics, Resist Domination, Leadership.

Mister Sinister continues to fight until he feels there is no way that he can win. At that point he gives up, surrendering unconditionally to X-Factor. If the characters question him, he gives them the following information based on their questions.

- "I was just on my way back to the base."
- "The base is in Arizona."
- "The base is called the Arizona Robotics Farm, and it is 50 miles west of Phoenix."
- "I made the X-Clones."
- "Apocalypse made the Mind Shields to protect us from the Professor X-Clone."
- "Dominus created the X-Terminator Robots."
- "I am in the New Factor Three because I want all the mutants dead."
- "Apocalypse is in the New Factor Three because he wants to weed out all the weak mutants, leaving only the strong."
- "Dominus is in the New Factor Three because he

sees the other two of us as being tools in his worldly conquest."

If the characters demand that Mister Sinister lead them to the robotics farm he will agree, but within minutes, he disappears. He uses his Unearthly Mental Block power to make the members of X-Factor believe that he has vanished from sight, or has teleported away. Sinister goes back to his vehicle and heads for the farm to warn his partners in crime of the imminent arrival of X-Factor.

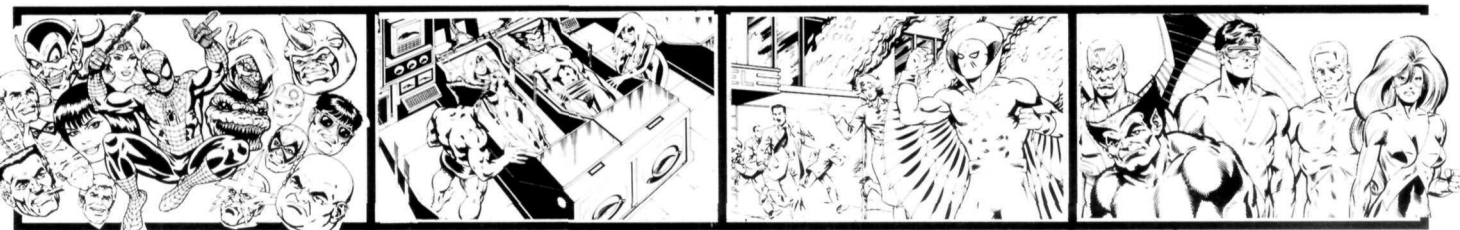
The X-Terminator robots are mysteriously gone as well. Every part, including the very last ring nut, has disappeared from the battle scene. (The robots have rebuilt themselves and are heading back to the Arizona Robotics Farm for their final and greatest battle against X-Factor.)

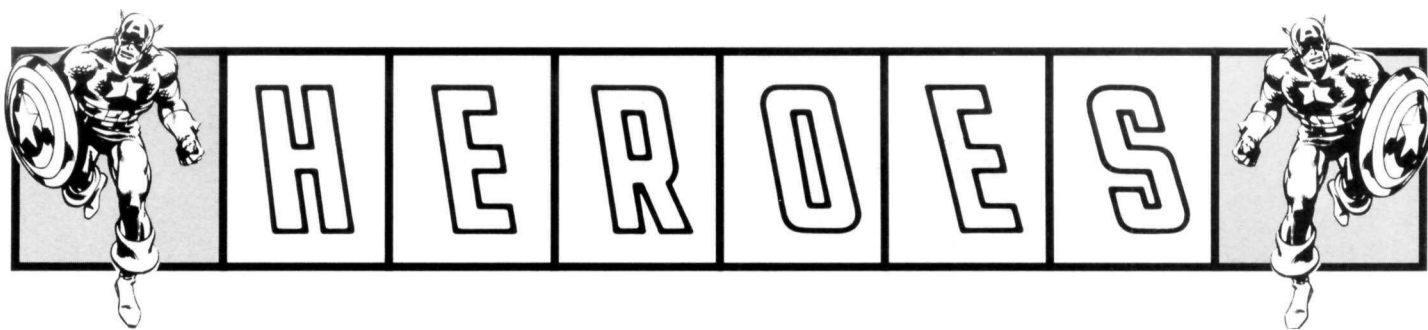
KARMA:

Defeating X-Terminator Mark III:	+60/ea
Losing to X-Terminator Mark III:	-40/ea
Winning the fight with Mister Sinister:	+50
Losing the battle to Mr. Sinister:	-40
Choosing to go after Mister Sinister:	+15
Getting information from Mister Sinister:	+20

POPULARITY: The first battle was unpublicized and the characters don't gain points for that encounter. If the characters fight Mister Sinister, they'll get points because a local man taped the battle. He sold the tape to a local TV news station, and the segment got picked up by the national affiliate. Not bad for an afternoon's work.

Fighting Mister Sinister:	+5
Losing the fight to Mister Sinister:	-5
Winning the fight with Mr. Sinister:	+3





CHAPTER 8: THE ARIZONA ROBOTICS FARM

SUMMARY: When the characters find the information needed to locate the New Factor Three's headquarters, they find themselves heading to a location called The Arizona Robotics Farm. This building is the birthplace of the X-Terminate Robots. It also is the headquarters of the New Factor Three.

STARTING: Arizona is a hot place to visit, let alone live. As the characters travel across the desert's flat expanse, waves of heat distort their vision beyond a quarter mile. There are no birds or plant life and the land is barren. As X-Factor approaches the location of the Arizona Robotics Farm, a tiny beam of energy destroys their front tires. If they are approaching the farm by air, this beam tears the propellers off their plane.

This beam of energy comes from the direction of the robotic farm. (The beam is from the Cyclops-Clone, who has the ability to control his eye beams.)

Encounter 1: As the characters are walking toward the building, they see scarce sage brush barely surviving in the arid desert. If the characters investigate these bushes, they see that they are covered manholes. In these manholes, the X-Clones wait in ambush. However, they get the initiative only if X-Factor doesn't check out the sage brush.

The Professor X-Clone is with the X-Clones. If the Professor X-Clone rolls a green or red result against his Unearthly Telepathy, he discovers that X-Factor are the real mutants and he and the X-Clones are the impostors. Again, the Professor is cloaked in his protective field.

If Professor X-Clone realizes that he and the X-Clones are actually clones, he decloaks and the X-Clones and X-Factor hear a loud booming voice in their heads that order them to stop fighting. X-Factor realize that the voice they're hearing is none other than that of Professor X.

The X-Clones will stop fighting, and if the characters stop fighting as well, the Judge should award them Kar-

ma points according to the Karma section of this chapter.

Professor X-Clone approaches the characters and the X-Clones, and speaks to them. "I cannot believe this charade has gone on this long. I must apologize to you, X-Factor. Our mentors, Apocalypse, Dominus, and the Silent One told us that you were evil mutants who were trying to dominate the world. We felt it was our duty to stop you before you succeeded. I admit a great deal of sorrow and disappointment in myself."

After speaking, the Professor X-Clone expresses a desire to help X-Factor defeat the New Factor Three. The Judge should continue to run the X-Clones as NPCs.

Encounter 2: As the characters and the X-Clones approach the main headquarters, the X-Clones use magnetic identification cards to open the front door. Once inside, they lead the characters to the room where the New Factor Three spend most of their time. If the characters are looking, they see an occasional security camera which allows Apocalypse, Dominus, and Mister Sinister to see who is walking down the hallway. The three villains see X-Factor approaching and leave to hide.

As the characters walk into the main laboratory, they see a dozen beds that are covered with curved plastic domes. These beds house clones of the Dominus, Mister Sinister, and Apocalypse. If the clones are not destroyed, four copies of these evil men will be operational in a week.

The plastic domes covering the incubation beds are made with AM strength material plastic, while the people inside are FE material strength. 40 points of damage are required to destroy the clones. The computer network controlling the incubation is made with IN strength material and can sustain 100 points of damage.

If the characters destroy the New Factor Three clones, they will hear a voice over a loudspeaker system.





"Well, X-Factor. You have proved yourselves worthy to live... for about another three minutes. However, your new found friends are not so lucky. Watch closely..."

Suddenly, the X-Clones and Professor X-Clone writhe in pain, grabbing their heads. Within seconds, they crumple to the ground, dead.

"You did not think that I would make these creations without having some sort of backup, did you?" Mister Sinister laughs, then his voice is abruptly cut off.

AFTERMATH: After Mister Sinister taunts them, the characters are alone. Their newly-found allies lie dead on the floor. Nothing they attempt to do brings them back to life. Mister Sinister took great care to ensure his creations would never fight against the New Factor Three.

The characters must now find Apocalypse, Dominus, and Mister Sinister. The next chapter, Chapter 9, explains the layout and contents of the Arizona Robotics Farm.

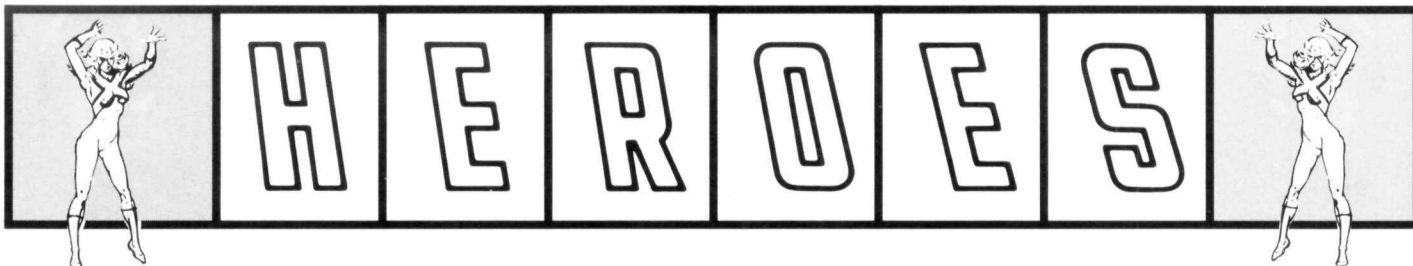
Chapter 10 continues the adventure with an encounter to end all encounters—the New Factor Three Versus X-Factor—a match-up the Unlimited Class Wrestling Federation would love to have recorded for broadcast.

KARMA:

Making Friends with the X-Clones:	+20/ea
Defeating X-Terminator Mark IV:	+60/ea
Losing to X-Terminator Mark IV:	-40/ea

POPULARITY: The battles that the X-Factor fought against the X-Clones and the X-Terminator Mark IV robots were unpublicized. The characters don't gain any popularity for the encounter.





CHAPTER 9: THE LAY OF THE LAND

SUMMARY: This chapter describes in detail the separate rooms in the Arizona Robotics Farm, which is the headquarters for the New Factor Three.

In several places throughout the room run-down, the text gives the possibilities of where the New Factor Three may be found. The chances can be AM, UN, TY or any other possibility. In all these random cases, a red result in the specified power level dictates that the New Factor Three have been found in that particular room. This is to assure that the players can never be sure where the New Factor Three are hiding. Throughout the text, the initials NFT stands for the New Factor Three.

If the players haven't encountered the New Factor Three by a certain point in their tour of the complex, there are instructions in the text on where to fit this encounter in. This is to assure that the characters have a chance to fight these three villains.

All the walls in the complex are made of GD strength material. However, a few exceptions do exist. The walls of all of the rooms labelled as bedrooms have MN material strength, while the walls of everything labelled as an incubator room, a laboratory, or a computer room, have UN strength material walls.

On every corner, and in most every room, there are security cameras. These are all piped into the New Factor Three's personal secretary's office. When the cameras are triggered by movement, the computer activates a view screen in her office so that she can monitor all movements within the Arizona Robotics Farm. Spread out across the exterior of the building, several more security monitors relentlessly scan in a three area range for movements.

The Building Run Down

Room 1: This room is the large entrance into the building. Seated near the entrance to Room 2 is a lady names Vanessa Salizar, hired as a receptionist greets visitors and give general directions and assistance. There are several potted plants scattered symmetrically across the

large floor. The walls are covered with paintings and large windows.

Room 2: This room contains a large desk, several computer terminals, and many security monitors. This is the New Factor Three's personal secretary's private office. The secretary's name is Sandra Bach. Behind the secretary, there is a "bank vault" door made of UN strength material which allows access into Room 5.

Room 3: This is Conference Room 1. This room contains documents and agreements between the members of the NFT. It describes how the world is to be split between them once they have accomplished their goal of world domination.

Room 4: This is Conference Room 2. There is a FE chance that the NFT are in this room.

Room 5: This room is the main laboratory. This is where the X-Clones and the New Factor Three clones were produced.

Room 6: This is a photography studio. Pictures of the NFT and the X-Clones cover the walls. There is a TY chance that the NFT are here.

Room 7: This is Conference Room 3.

Room 8: This is Conference Room 4.

Room 9: This is Conference Room 5.

Room 10: This is a cafeteria. There is an EX chance that the NFT are in here.

Room 11: This room is the kitchen. It has enough kitchen-ware to make a gourmet cook jealous.

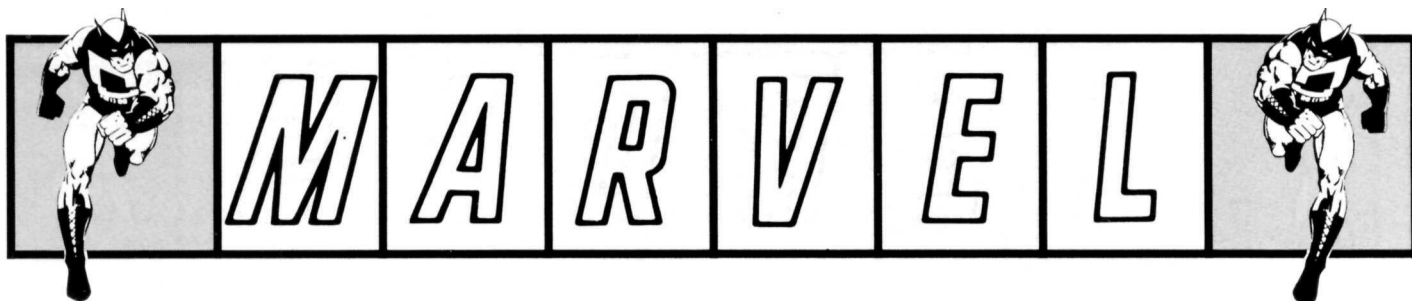
Room 12: This room is the dry pantry. It is fully stocked.

Room 13: This room is a walk-in freezer. It is fully stocked. Should someone get locked in it, they can easily escape. There are security latches on the inside which permit easy exit.

Room 14: This is Conference Room 6.

Room 15: This is a laboratory. Spread across the tables are cages containing mutated or altered versions of several rabbits and rodents. Most of these poor animals are grotesque and badly crippled, having been kept alive by injection.





Room 16: This is a locked room. Inside, the shelves lining the walls are filled to capacity with chemicals and powders. This is the NFT storage room. Many vials contain DNA samples from different people. The NFT and the characters' genetic material is stored in here as well. There is a MN chance that the NFT are in this room.

Room 17: This room is an office. The desk contains a name plate bearing Dr. John J. Grubb M.D., who is nowhere to be found on the premises. The police reported him missing over two months ago.

Room 18: The name plate on the desk bears the name "Dr. A.P. Ocalypse". This is Apocalypse's office.

Room 19: "Dr. D. Quist" is on the plaque on the desk. This is Dominus' office.

Room 20: The desk contains a name plate that says "S. I. Nister, D.D". This is Mister Sinister's office.

Room 21: This room is empty.

Room 22: This room is empty.

Room 23: This is Dominus' holding cell for his computer network. This room is so full that passage is very difficult. The computer is made of MN strength material.

Room 24: This room contains years of computer back-ups on magnetic tape and digital discs. The room is packed with shelves that hold these components.

Room 25: This room contains ribbons, paper, new magnetic tapes, and other computer supplies.

Room 26: This room contains boxes and boxes of computer printouts and used computer printer ribbons.

Room 27: This room contains boxes and boxes of computer printouts and used computer printer ribbons.

Room 28: This room contains ribbons, paper, new magnetic tapes, and other computer supplies.

Room 29: This room contains years of computer back-ups on magnetic tape and digital discs. The room is packed with shelves that hold these components.

Room 30: This is the main computer room for the Arizona Robotics farm. There is an AM chance that the NFT are in here.

Room 31: This room is a huge closet which contains over 3,000 movies on video tape. The movies' genres are mostly horror and slasher. A large TV with built-in VCR and a state-of-the-art stereophonic system are stored here as well.

Room 32: This room contains several different types of canines. Each is held in a separate air tight enclosure. They are obviously being experimented on, given the different types of air, water, and food being pumped into their cages. They all look pitiful and very near-death.

Room 33: This room contains several different types of cats. Each one is held in a separate air tight enclosure. They are obviously being experimented on. These mistreated animals are in desperate condition.

Room 34: This room contains several different types of rodents. Each is held in a separate air tight enclosure. They are being given different types of air, water, and food. Most of them are dead or not moving.

Room 35: This room contains several people. Each one is held in a separate air tight enclosure. They are each receiving different air, water, and food. They weakly raise a hand for assistance when they see the characters. These people are considered FE. They are suffering from the after-effects of genetic engineering and splicing.

Room 36: This room is empty.

Room 37: This room is empty.

Room 38: This room is a small version of a movie theater. There are several dozen seats, as well as a fantastic sound system. Against the northern wall, a large screen has been permanently installed.

Room 39: This is an unused bedroom.

Room 40: This is an unused bedroom.

Room 41: This is an unused bedroom.

Room 42: This is an unused bedroom.

Room 43: This is a room that allows the X-Clones and the NFT to exercise their bodies and powers. It is full of exercise equipment, mirrors, and traps. There is an UN chance that the NFT are in this room. If the characters haven't encountered the NFT yet, they are in this room.

Room 44: This is a guest bedroom, currently empty.

Room 45: This is a guest bedroom, currently empty.

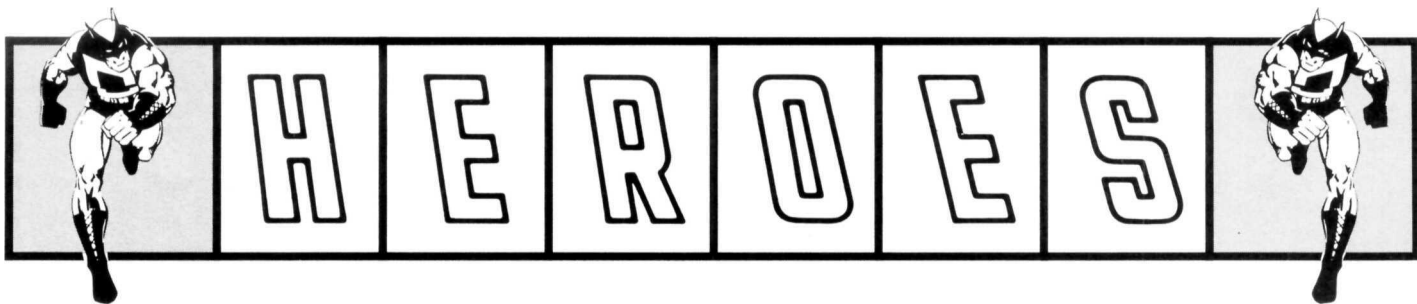
Room 46: This room is the bedroom and private quarters for Mister Sinister. The door is always locked and he has the only key card to it.

Room 47: This is an empty bedroom.

Room 48: This is an empty bedroom.

Room 49: This room is the bedroom and private quarters for Dominus. The door is always locked and he has the only key card to open it up.





HEROES

Room 50: This room is the bedroom and private quarters for Apocalypse. The door is always locked and he has the only key card to open it up.

Room 51: This room is the bedroom and private quarters for the clone of Cyclops. The door is always locked. He, his partners, and the NFT have the only key cards to open it.

Room 52: This room is the bedroom and private quarters for the clone of Marvel Girl. The door is always locked. She, her partners, and the NFT have the only key cards to open it.

Room 53: This is an incubation room which contains another unborn clone of Iceman.

Room 54: This is an incubation room which contains another unborn clone of Marvel Girl.

Room 55: This is an incubation room which contains another unborn clone of the Beast.

Room 56: This is an incubation room which contains another unborn clone of the Angel.

Room 57: This is an incubation room which contains another unborn clone of Professor X.

Room 58: This is an incubation room which contains another unborn clone of Cyclops.

Room 59: This is an incubation room which contains an unborn clone of Mister Sinister.

Room 60: This is an incubation room which contains an unborn clone of Apocalypse.

Room 61: This room is empty.

Room 62: This is an incubation room which contains a human who looks very much like Dominus. However, the person is naked and its eyes show no intelligence at all. Wires connected to the person's head are attached to a computer synchronous line.

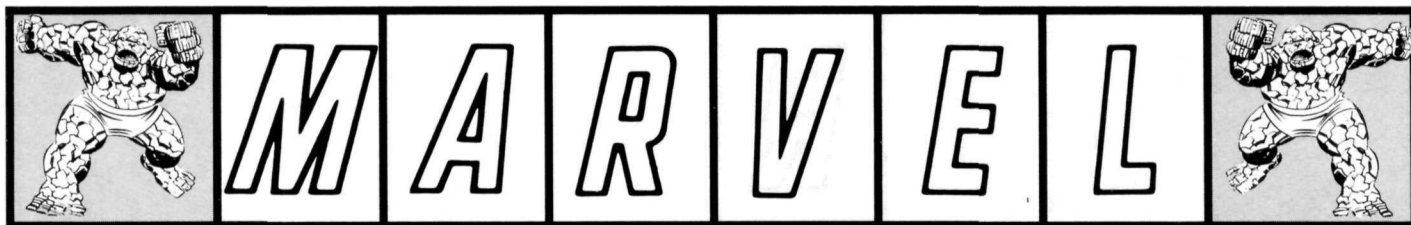
Room 63: This room is the bedroom and private quarters for the clone of Angel. The door is always locked. He, his partners, and the NFT have the only key cards to open it.

Room 64: This room is the bedroom and private quarters for the clone of the Beast. The door is always locked. He, his partners, and the NFT have the only key cards to open it.

Room 65: This room is the bedroom and private quarters for the clone of Iceman. The door is always locked. He, his partners, and the NFT have the only key cards to open it.

Room 66: This room is the bedroom and private quarters for the clone of Professor X. This door is always locked. He and the NFT have the only key cards to open it.





CHAPTER 10: AN APOCALYPTIC EPITAPH

SUMMARY: This is the final battle, the coup de grace where the characters finally get to battle the big boys. Wherever (and whenever) the characters meet the New Factor Three within the bowels of the Arizona Robotics Farm, the villains are out for blood. They want to win, and they are bound and determined to do so.

STARTING: When the characters finally enter the room where the New Factor Three is, the NFT turn and greet them menacingly. Apocalypse cracks his knuckles; Dominus flexes his pectoral muscles as though he were in a pose down; and Mister Sinister hits a tiny button on his left shoulder which activates his Ruby Quartz Kinetic Dampener. Once they have made these small preparations, they charge the characters in a battle rage.

ENCOUNTER: Mister Sinister does his best to maintain the red force field between him and Cyclops. Please see the Ruby Quartz Kinetic Dampener in the New Gadgetry section in the reference section at the end of this book. This field gives him IN protection against the Cyclops' eye beams. Mister Sinister taunts Cyclops as much as possible in regards to this "learned" immunity he gained from Apocalypse.

Apocalypse, who is only here to assure that the strong mutants survive, fights with all his will. He maintains a close eye on his partners as well as X-Factor. While he is battling the players, Apocalypse repeats, in a monotonous voice, that only the strong shall survive.

Dominus occasionally tries to use his Hypnotic powers to entrap the player characters. A yellow result or higher against PSYCHE is a success. A failure requires the character affected turns and fights his own companions. Dominus constantly quips that his mechanized terror machines shall come in very soon to tear the limbs off them.

Allow this three-against-five fight go on for at least four rounds. Thereafter, Apocalypse has had enough of Mister Sinister's taunting of Cyclops. He stops fighting with his

opponents, asking them to wait a second. He approaches Mister Sinister and forcibly rips the Ruby Quartz Kinetic Dampener off of Mister Sinister's shoulder.

Mister Sinister screams in protest and tries to grab it back. Apocalypse pushes him back, shoving him into a wall in the process.

"Only the strong shall survive, Sinister," he says. He points at the other members of the New Factor Three, then glances at X-Factor. "Have fun with these two." With that, he teleports away.

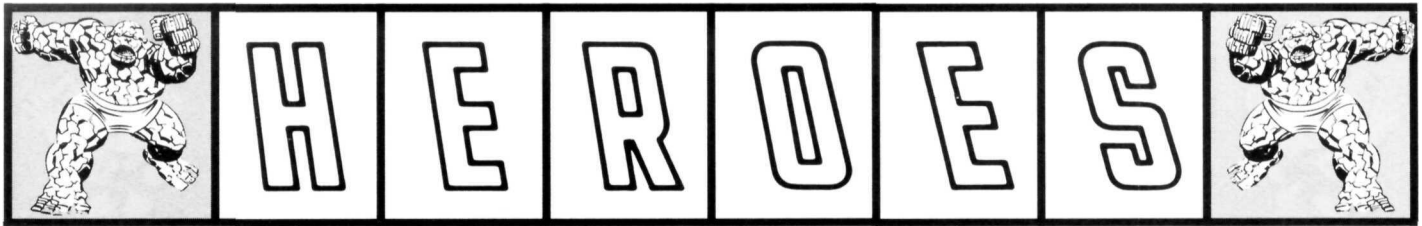
After Apocalypse leaves the battle scene, the characters now only have two denizens of evil to deal with. The two men continue to fight as usual, but with a bit more anxiety. Mister Sinister, of course, no longer has Apocalypse's force field to ward off the effects of Cyclops' eye blasts, so he is vulnerable to them now.

AFTERMATH: Once Mister Sinister is defeated and Dominus is the only bad guy left, he continues to fight until his health is lowered significantly. When he is near death, he leaves. Dominus uses his computer's ability to blast into space to escape the characters. If Mister Sinister is the only one left, he uses his Astral Travel ability as quickly as possible to escape the characters.

If the characters are unable to defeat the New Factor Three's remaining members, Mister Sinister and Dominus have no mercy on their unconscious bodies. This is the conclusion of the X-Factor storyline. Soon, news of their demise reaches the press. Their real identities are revealed and published in every paper across the country and Europe.

The X-Terminator robots continue to ravage the lands containing mutants. However, the question remains: Where or when will it stop? Mister Sinister, wishing to be the ultimate mutant, hopes the machines won't stop until he is the only remaining mutant around. This means that the menace of Mister Sinister and his X-Terminator robots will continue until another super hero group can X-Terminate them!





HEROES

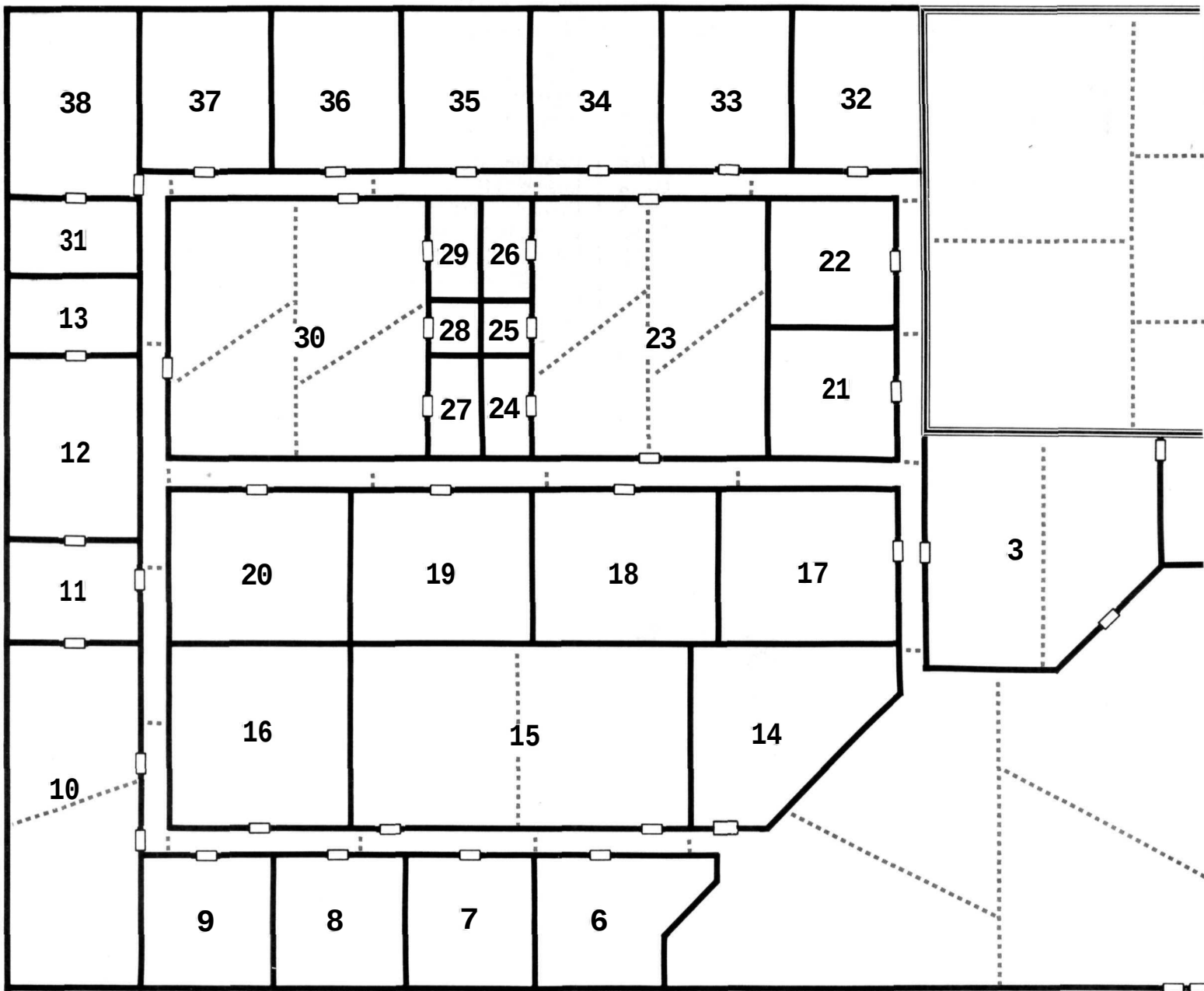
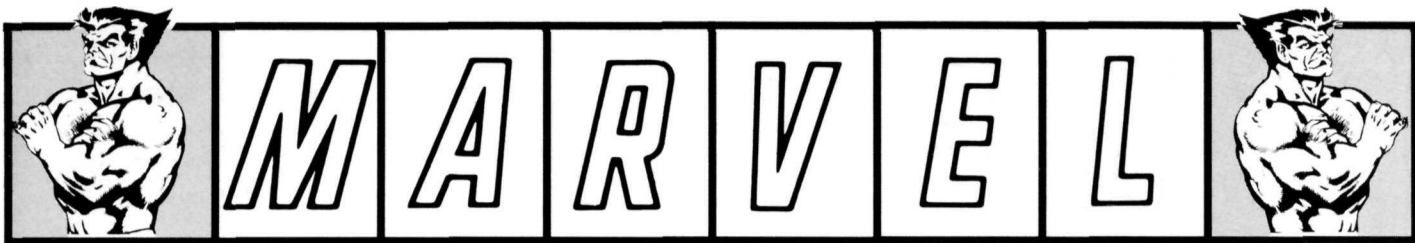
KARMA: If the characters survive this last encounter with Apocalypse, Mister Sinister, and Dominus, the Karma points listed below should be given to them. Be sure to congratulate them on a job well done.

Defeating Dominus:	+80/ea
Losing to Dominus:	-40/ea
Defeating Mister Sinister:	+60/ea
Losing to Mister Sinister:	-40/ea
Defeating Apocalypse:	+100/ea
Losing to Apocalypse:	-40/ea
Karma to all survivors:	+20/ea
Dying in the line of duty:	+ALL

POPULARITY: The Arizona Robotics Farm's security cameras filmed the entire battle, including every word said. Once this epic battle is over, the video is available to all press agencies. This means that the fight ends up widely publicized on Pay-Per-View. Popularity awards and penalties below demonstrate this aspect of the battle.

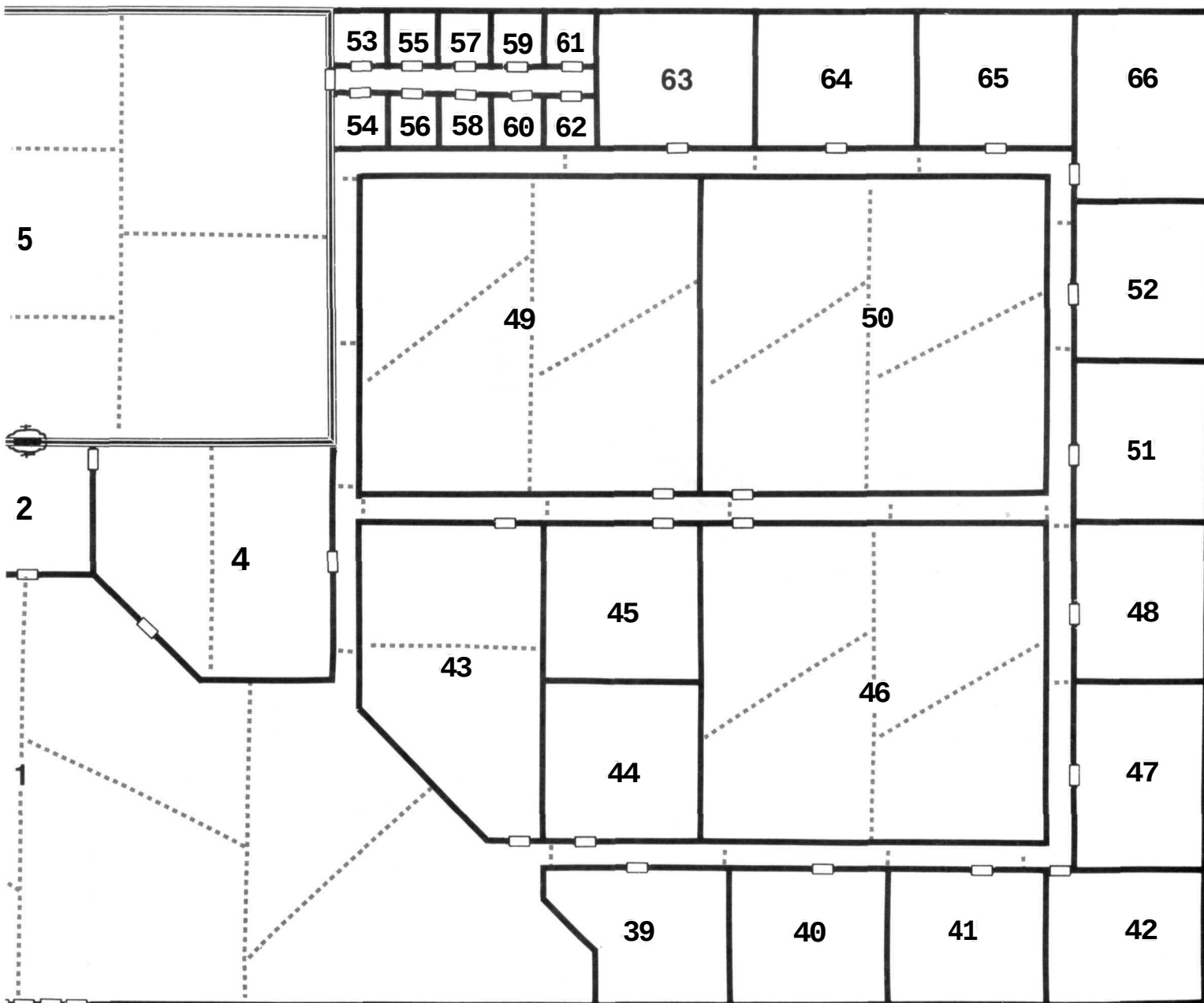
Defeating Dominus:	+2/ea
Losing to Dominus:	-5/ea
Defeating Mister Sinister:	+2/ea
Losing to Mister Sinister:	-5/ea
Defeating Apocalypse:	+2/ea
Losing to Apocalypse:	-5/ea
Popularity to all survivors:	+2/ea
Dying in the line of duty:	ALL







HEROES



NEW GADGETRY AND EQUIPMENT

Ruby Quartz Kinetic Dampener

This machine is the creation of the chaotic Apocalypse. When the New Factor Three came together, Mister Sinister told his cohorts about his vulnerability to Cyclops' eye beams. Apocalypse, being a creative genius, made a small compact force field generator for Mister Sinister. Sinister will be able to wear it for as long as Apocalypse allows him.

The compact machine has a single toggle button, as well as a small diode. This tiny light illuminates when the mechanism has been activated. Once activated, the box creates a red force field around the wearer that gives IN protection against Optic Blasts and other ruby actuated energy attacks.

The Kinetic Dampener only gives this IN protection in front of the wearer. It does not provide protection from behind. Mister Sinister realizes this, so once the Kinetic Dampener has been activated, he keeps Cyclops in eyesight as much as possible.

At the end of the adventure when Apocalypse is tired of maintaining Mister Sinister's well being, he takes this device away from him (unless the player characters destroy it first).

The Kinetic Dampener is made from GD strength material and is powered by a small chemical cell. If this cell is disrupted by a strong magnetic field, it loses its power and deactivates the unit. It is immune to Cyclops' eyeblasts, as well as other kinetic attacks which do not crush it. If it can, the unit merely skirts away creating an effect (much like trying to grab a bar of soap with wet hands.)

Psionic Scrambler

Mister Sinister has had a lot of experience with the creation of clones. He also has experienced the agony of his cloned creations turning against him, but he has created a tool to assure that his clone creations do not at-

tack him again, at least not without severe punishment.

When Mister Sinister creates his clones, he installs a small security device deep within the brain. This is usually tucked between the medulla oblongata, the cerebellum, and the thalamus. These small spherical bodies remain in stasis until activated by a radio signal from a control rod carried by Mister Sinister. This control rod looks like a television set remote control.

Once these machines have been activated, their spherical bodies extend probes which expand into nasty beaters that flagellate the surrounding brain tissue. This action kills the host within seconds.

This machine is now standard in all the clones Mister Sinister creates. When he places these in the brains of his clones, he tunes each one to a different radio frequency. In the case of teams, he tunes the team to the same frequency.

There is no known way of removing the Psionic Scrambler without severely damaging the host. In the way, Mister Sinister assures his clones will obey his every word.

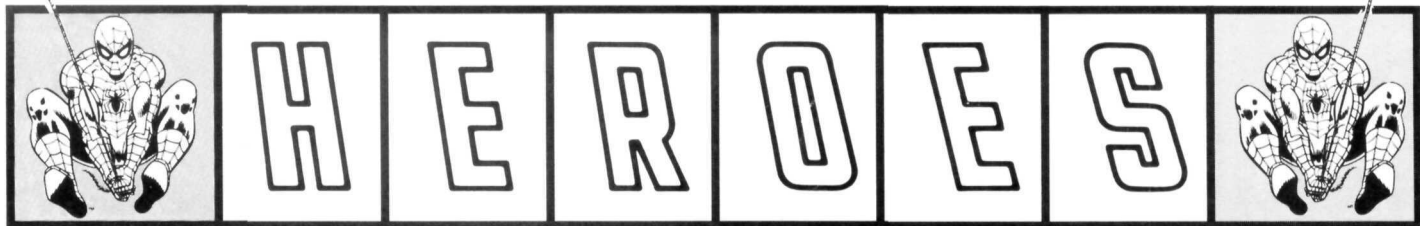
One thing Mister Sinister hasn't realized is that two years after their installation the batteries in the Psionic Scramblers wear out. This means that time is the only way to deactivate the bombs. But, none of Sinister's clones has ever lasted that long.

Apocalypse's Mind Shields

When Dominus, Apocalypse, and Mister Sinister finally came to an agreement regarding the outcome of world domination, they made a pact. Imbedded in this agreement, like a compacted molar, was a list of each of their duties and responsibilities, as well as their future holdings regarding the world's population and resources. Nothing aside from boredom regarding world domination would cause this group to fail in its task.

Dominus created the X-Terminator robots. These mutating creations had the ability to recreate themselves once they were destroyed. Not only that, but they gave





the newly recreated machine the immunities required to make the past attack form completely useless against it from then on. Unlike humans, these X-Terminators never forget a past attack form. These make them the most lethal machine created by any human or mutant.

Mister Sinister was given the task of recreating the original X-Men. These men and woman would be taught the ways of the X-Men, as well as the way of the New Factor Three.

Apocalypse was given the task to make the protective device necessary to block the Professor X-Clone's ability to read the thoughts and emotions of the New Factor Three. Out of the three men in this new alliance, his was the most difficult.

Being the world's utmost authority on the phenomenon of telepathy, Professor X was also the person with the highest known ESP quotient. This made Apocalypse's duties progressively harder, especially since Professor X's telepathic abilities are always on the increase.

In the confines of his laboratory, Apocalypse finally created the proper design. These devices became known as the Mind Shields. He was able to make the small creations work from the heat resonating from the skin. These low powered machines tend to turn cold when the person wearing them is thinking very hard. Below, a list of their known powers and the machines statistics are recorded.

Mind Shields

Control Shift-Z	Speed UN	Body MN	Protection AM
--------------------	-------------	------------	------------------

KNOWN POWERS

Tiny Construction: These small button sized constructs fit onto the temples of the wearer. Unless especially aimed for or sought after, they are considered invisible.

Block Telepathic Access: These constructs block outgoing brain and alpha wave signals coming from the brain with CL1000 ability.

Limited Access: These constructs are geared for use by only one person. They have a TY red result chance of working after tampering. They cannot be tuned for another person. It is hard coded into the machine.

Limited Telepathy: This ability endows the wearer to receive telepathic messages from others who are wearing another Mind Shield with a range of seven areas.





The NON-PLAYER CHARACTER ROSTER

Angel (Clone)

F	A	S	E	R	I	P
EX	RM	GD	RM	GD	TY	GD
20	30	10	30	10	6	10

Health: 90 Karma: 26
Resources: RM (30) Popularity: 12

KNOWN POWER

Flight: EX speed, AM agility, can reach UN speed with Endurance FEAT. Angel can fly as high as 29,000 feet by making a red Endurance feat.

Aerial Adaptations: RM body armor against falling, MN eyesight, can breathe normally at high altitudes.

Wing Buffeting: This power is used in close combat. Angel is able to use his wings as an EX attack with GD damage.

TALENTS: Martial Arts B, +2 CS in aerial combat.

Real Name: Warren Kenneth Worthington III.

Occupation: Adventurer.

Identity: Secret.

Legal Status: United States citizen with no criminal re-

cord.

Place of Birth: Centerport, Long Island, NY.

Marital Status: Single.

Base of Operations: New Mexico.

GROUPS: The X-Clones.

Beast (Clone)

F	A	S	E	R	I	P
RM	RM	EX	EX	EX	GD	EX
30	30	20	20	20	10	20

Health: 100 Karma: 50
Resources: GD (10) Popularity: 10

KNOWN POWERS

Feet: Can use his feet as a second set of hands. +1 CS when wrestling.

Climbing: EX ability.

Balance: Walks a tightrope automatically and a slack rope with an agility FEAT roll. Can fall three stories without damage.



HEROES

Leaping: The Beast's strength is considered IN for purposes of Leaping.

Lightning Speed: EX speed when sprinting.

TALENTS: Biochemistry, Electronics, Acrobatics, Tumbling, Multi-lingual (French, Latin, English).

Real Name: Henry "Hank" McCoy.

Occupation: Adventurer.

Identity: Secret.

Legal Status: Citizen of the United States with no criminal record.

Place of Birth: Dundee, Illinois.

Marital Status: Single

Base of Operations: New Mexico.

GROUPS: The X-Clones.

Cyclops (Clone)

F	A	S	E	R	I	P
EX	GD	TY	EX	GD	EX	EX
6	10	6	20	10	20	20

Health: 42

Resources: PR (4)

Karma: 50

Popularity: 0

KNOWN POWERS

Optic Blast: EX damage, two area range. This Cyclops Clone can control its damage and affect on all targets in his line of sight.

Partial Invulnerability: Cyclops cannot be hurt by the reflection of his own eye beams or by the blasts of his brother, Havok. He can be slammed and stunned by these beams.

TALENTS: Student.

Real Name: Scott "Slim" Summers.

Occupation: Adventurer.

Identity: Secret.

Legal Status: Citizen of the United States with no criminal record.

Place of Birth: Anchorage, Alaska.

Marital Status: Single.

Base of Operations: New Mexico.

GROUPS: The X-Clones.

IN BRIEF: Cyclops is the leader of the X- Clones when Professor X-Clone is not around.

Iceman (Clone)

F	A	S	E	R	I	P
TY	GD	TY	EX	TY	PR	TY
6	10	6	20	6	4	6

Health: 56

Resources: TY (6)

Karma: 20

Popularity: 16

KNOWN POWERS

Ice Generation: Iceman has RM ability to generate snow and ice by pulling moisture from the air. Using this ability he can perform the following power stunts:

- Create snow-shields of EX material strength and protection.
- Throw snow and ice balls for EX blunt damage, up to three area range.
- Create slick areas of EX slipperiness.

Invulnerability to Cold: He is invulnerable to intensities of cold up to UN level.

Body Armor: GD protection vs physical attacks and TY protection vs energy, including flame and heat. Energy attacks weaken Iceman's armor by the rank number of the attack for 1-10 rounds.

TALENTS: Student.

Real Name: Robert "Bobby" Drake.

Occupation: Adventurer.

Identity: Secret.

Legal Status: United States citizen with no criminal record.

Place of Birth: Fort Washington, Long Island, New York.

Marital Status: Single.

Base of Operations: New Mexico.

GROUPS: The X-Clones.

Marvel Girl (Clone)

F	A	S	E	R	I	P
TY	GD	TY	EX	GD	GD	IN
6	10	6	20	10	10	40

Health: 42

Resources: TY (6)

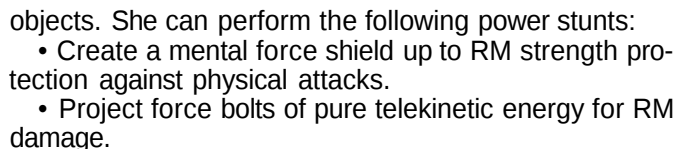
Karma: 60

Popularity: 10

KNOWN POWERS

Telekinesis: Jean has RM ability to mentally manipulate





TALENTS: Student. **Real Name:** Jean Gray.

Identity: Secret.

Place of Birth: Annandale-on-Hudson, New York.

Marital Status: Single.

Base of Operations: New Mexico.

GROUPS: The X-Clones.

Professor X (Clone)

F	A	S	E	R	I	P
PR	GD	TY	RM	IN	AM	MN
4	10	6	30	40	50	75

Health: 50

Karma: 165

Resources: EX (20)

Popularity: 20

KNOWN POWERS

Telepathy: UN rank. Xavier, the world's premiere telepath, has developed a number of power stunts:

- Mental probe of MN rank.
- Mental invisibility ("Clouding Men's minds") of MN rank.
- Mental blast of MN stunning intensity, 20 area range.
- MN ability to alter or erase a target's memory.

Astral Form: MN ability.

Mutant Detection: TY ability, four area range.

Equipment: Xavier has a wide variety of equipment which include the items listed below:

Cerebro: A device which expands Xavier's ability to locate mutants to the UN level, and to track particular mutants.

Mini-Cerebro: Which requires no mutant-detecting abilities and functions at the TY level. This is built into his



current chair.

Wheelchair: Professor Xavier uses a wheelchair which moves on treads.

Control GD	Speed PR	Body GD	Protection FE
---------------	-------------	------------	------------------

This chair contains an IN Strength force blaster, an IN strength force field generator (a personal effect only) and a mini-Cerebro device.

Limitations: Professor X is confined to a wheelchair and unable to use his legs.

TALENTS: Genetics, Electronics, Engineering.

Real Name: Charles Xavier.

Occupation: Geneticist, Teacher, Adventurer.

Identity: Secret. Collaboration with the X-Clones is secret.

Legal Status: Citizen of the United States.

Place of Birth: New York City, New York.

Marital Status: Single.

Base of Operations: New Mexico.

GROUPS: The X-Clones.



HEROES

Mister Sinister

F	A	S	E	R	I	P
RM	RM	IN	AM	IN	RM	UN
30	30	40	50	40	30	100

Health: 150 Karma: 170
Resources: IN (40) Popularity: 0

KNOWN POWERS

Telepathy: UN rank. With this ability, he can perform the following power stunts:

- Force bolts of UN intensity.
- Force Shields of UN intensity.
- Mental blocks of UN intensity. The victim must save vs UN rank Psyche FEAT or find themselves unable to harm Mister Sinister.
- Plant false or misleading memories with UN ability. Erase memory at UN rank.

• Astral Travel. When in the Astral plane, Sinister is +2 on his actions. **TALENTS:** Medicine, Engineering, Psychiatry, Bio-chemistry, Genetics, Cloning, Computers, Electronics, Resist Domination, Leadership.

Real Name: Unknown.

Occupation: Mastermind and mutant-killer.

identity: Existence known only to a handful of mutants.

Legal Status: Unknown.

Place of Birth: Unknown.

Marital Status: Unknown.

Base of Operations: Secret base located underneath an orphanage in Omaha, Nebraska. **GROUPS:** Creator of the X-Clones. Current member of the New Factor Three.

Apocalypse

F	A	S	E	R	I	P
EX	GD	RM	UN	RM	GD	GD
20	10	30	100	30	10	10

Health: 160 Karma: 50
Resources: MN (75) Popularity: -20

KNOWN POWERS

Molecular Rearrangement: MN control over every atom of his being.

- Increase strength to MN.

- Stretch up to three areas. Five area with Endurance FEAT roll.

- Mimic wrestling talent.

- Flight at EX speed.

Immortality: Does not appear to age.

Damage Resistance: All physical and energy attacks are -2 CS in rank for damage.

Teleportation: At least AM rank. Can take up to five normal-size individuals with him.

TALENTS: Engineering, Invention (AM), Leadership, Genetics (AM).

Real Name: Unknown.

Occupation: World Conqueror.

Identity: Secret.

Legal Status: None.

Place of Birth: Secret.

Marital Status: Single.

Base of Operations: Mobile. Currently, New Mexico.

GROUPS: Designer of the Mind Shields, current member of the New Factor Three. Former leader in the Alliance of Evil, Leader of the Four Horsemen of the Apocalypse.





Dominus

F	A	S	E	R	I	P
GD	GD	N/A	CL1000	Shift- X	RM	MN
10	10	-	1000	150	30	75

Health: 1020 Karma: 255
Resources: MN (75) Popularity: -40

KNOWN POWERS

Mind Control: CL3000 rank to lower mental intelligence and resistance of 3000 subjects per turn.
Hypnotic Ray: UN rank. Freezes victims into passivity.
Teleportation: Shift-Z ability to travel through space, hopping through space one-half light year per turn. (L) **TALENTS:** Robotics, Cybernetics, Genetics, Induced Nutation, Cloning, Astro-Navigation, Military Strategy.
Real Name: Dominus.
Occupation: Arcane's Computer System, World Conqueror.
Identity: Unknown.
Legal Status: None.
Place of Birth: Quist Home Planet.
Marital Status: Single.
Base of Operations: A mountain in Arizona.
GROUPS: Creator of the X-Terminator Robots, X-Terminator Robots' programmer, current member of the New Factor Three.

X-Terminator Robots

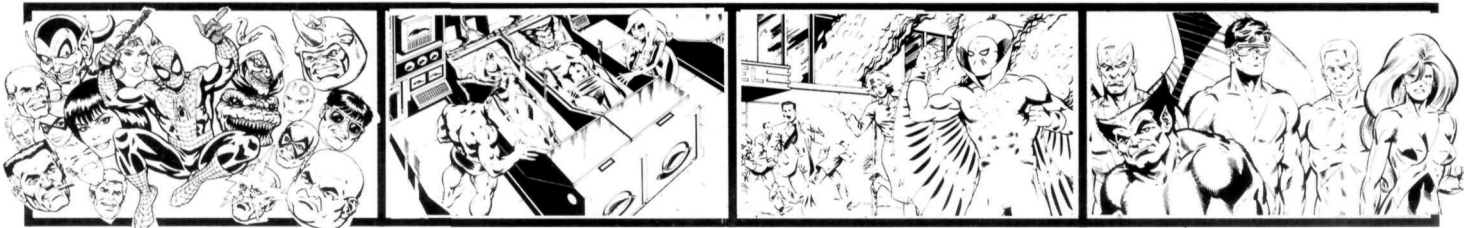
F	A	S	E	R	I	P
IN	RM	MN	UN	RM	EX	GD
50	30	75	100	30	20	10

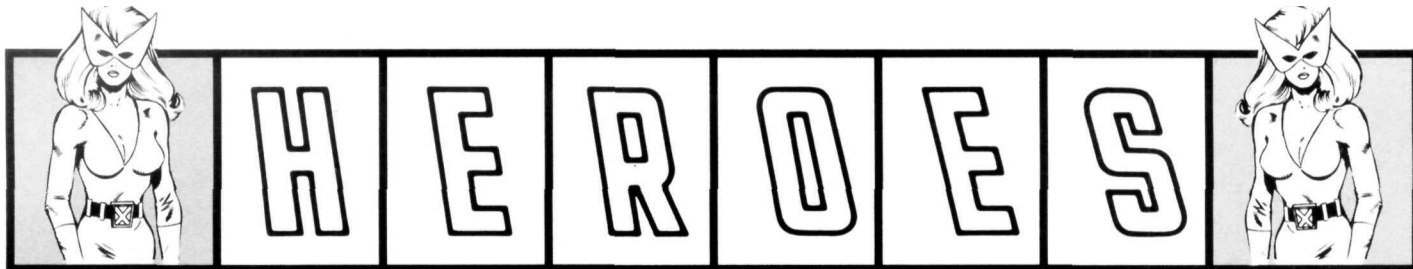
Health: 255 Karma: 60
Resources: MN (75) Popularity: 0

KNOWN POWERS

Robotic Construct: Human sized robots immune to gas, disease, vacuum, and psionic attack.
Mutant Detection: Can find mutants within a 12 area scan with a successful RM FEAT Roll.
Body Armor: The external construction of the X-Terminator robots has EX strength against energy and physical attacks.

Self-Perpetuation: AM ability to rebuild once they have been destroyed. The robots can rebuild to full health within an hour with a successful FEAT roll.
Learned Immunity: Shift-Y ability to become immune to an attack form. Once destroyed by a certain power, a successful Shift-Y result terminates the effectiveness of that attack form against that particular X-Terminator, if it successfully rebuilds itself. For example, body armor immune to Archangel's wings, or Cyclops' optic blasts once destroyed by them and rebuilt.
Speed: IN land speed and MN air speed. **TALENTS:** Military Strategy.
Occupation: Mutant Destroyers.
Place of Birth: New Mexico.
Base of Operations: New Mexico.
GROUPS: X-Terminators. Currently controlled by the New Factor Three.





THE PLAYER CHARACTER ROSTER

Archangel

F	A	S	E	R	I	P
RM	IN	EX	RM	GD	TY	GD
30	40	20	30	10	6	10
Health: 120			Karma: 26			
Resources: FE (2)			Popularity: 0			

KNOWN POWERS

Flight: EX speed. Can reach Shift-X speed.

Winged Missiles: IN edged throwing damage up to two areas. Two to five areas is EX damage. Those hit must make a successful Endurance FEAT against MN intensity neural disruption. Failure results in paralysis lasting 2d10 rounds.

Body Armor: Wings are made of AM strength material which regenerate themselves.

TALENTS: Business (RM), Martial Arts B, +2 CS in aerial combat.

Real Name: Warren Kenneth Worthington III.

Occupation: Former Chairman and stockholder at Worthington Industries.

Identity: Publicly known.

Legal Status: United States citizen with no criminal record. Officially deceased.

Place of Birth: Centerport, Long Island, New York.

Marital Status: Single.

Base of Operations: New York City, X-Factor Headquarters.

GROUPS: M-Men, Champions of L.A., Defenders, Four Horsemen, X-Factor.

Beast

F	A	S	E	R	I	P
IN	IN	RM	EX	EX	GD	EX
40	40	30	20	20	10	20
Health: 130			Karma: 50			
Resources: RM (30)			Popularity: 20			

KNOWN POWERS

Feet: Can use his feet like a second pair of hands. +1 CS when Wrestling.

Climbing: RM ability.

Leaping: The Beast's strength is considered AM when Leaping. "Banked shot" stunt allows him to bounce off walls unharmed before striking an opponent. RM Dodging, RM charging damage.

Lightning Speed: EX speed. Endurance FEAT each round to avoid -1 CS on abilities when stopped.

Balance: Can fall 30' and land on his feet without taking any damage.

TALENTS: Biochemistry, Genetics, Electronics, Acrobatics, Tumbling, Martial Arts C, Multi-lingual (French, Italian, Russian, Latin, English, and several others).

Real Name: Henry "Hank" McCoy.

Occupation: Biochemist, Adventurer.

Identity: Publicly Known.

Legal Status: Citizen of the United States with no criminal record.

Place of Birth: Dundee, Illinois.

Marital Status: Single.

Base of Operations: Mobile.

GROUPS: X-Men, Avengers, Defenders, X-Factor.

Cyclops

F	A	S	E	R	I	P
EX	EX	TY	RM	EX	RM	EX
20	20	6	30	20	30	20
Health: 76			Karma: 70			
Resources: GD(10)			Popularity: 20			

KNOWN POWERS

Optic Blasts: Up to AM damage at three areas range. For each area beyond three, reduce damage by one rank. His agility with the eyebeams is IN.

- Uses the blast to break a fall, inflicting only TY damage on the target.





- Attack multiple targets on successful Agility FEAT. Up to eight targets can be hit if there are sufficient reflectors available.

- Affect two adjacent areas with a wide- angle beam with RM damage.

- Transform other energy sources to optic blast energy with a red Psyche FEAT. **TALENTS:** Leadership, Spacecraft and Aircraft Pilot, Spacial Geometry (used in "bank-shots" of optic energy), Martial Arts A and C, Multi-lingual (Russian, English, and Japanese).

Real Name: Scott "Slim" Summers.

Occupation: Adventurer, Member of X-Factor.

Identity: Secret.

Legal Status: Citizen of the United States, with no criminal record.

Place of Birth: Anchorage, Alaska.

Marital Status: Married, now separated.

Base of Operations: Mobile.

GROUPS: Former deputy leader of X-Men, now with X-Factor.

Iceman

F	A	S	E	R	I	P
GD	GD	TY	RM	GD	PR	TY
10	10	6	30	10	4	6

Health: 56

Resources: TY (6)

KNOWN POWERS

Ice Generation: Iceman has RM ability to generate snow and ice.

- Create Snow Shields of RM material strength and protection.
- Throw snow and ice balls for RM blunt damage for up to three areas.
- Create areas of RM slipperiness.
- Form RM strength weapons and shapes.
- Project cold at RM intensity.
- Create ramp to slide at EX speed.

Invulnerability to Cold: UN Rank.

Body Armor: RM protection vs. Physical attack and GD protection vs. energy attacks including flame and heat.

TALENTS: Accounting CPA.

Real Name: Robert "Bobby" Drake.

Occupation: Adventurer, former accountant.

Identity: Secret.

Legal Status: United States citizen with no criminal record.

Place of Birth: Fort Washington, Long Island, New York.

Marital Status: Single.

Base of Operations: X-Factor Headquarters, New York City.

GROUPS: X-Men, Champions of L.A., New Defenders, X-Factor.

Marvel Girl

F	A	S	E	R	I	P
GD	GD	TY	RM	GD	EX	AM
10	10	6	30	10	20	50

Health: 56

Resources: TY (6)

Karma: 80

Popularity: 20

KNOWN POWERS

Telekinesis: IN ability to mentally manipulate objects.

- Create a mental force shield up to IN strength against physical and energy attacks.
- Project force bolts of pure telekinetic energy for IN damage.

- Move physical objects with IN ability with a weight of RM strength.

- Fly at RM air speed. With others, this is reduced to EX air speed.

TALENTS: Fashion designer and model, Resist Domination.

Real Name: Jean Gray.

Occupation: Adventurer, former student and fashion model, member of X-Factor.

Identity: Secret.

Legal Status: Citizen of the United States with no criminal record.

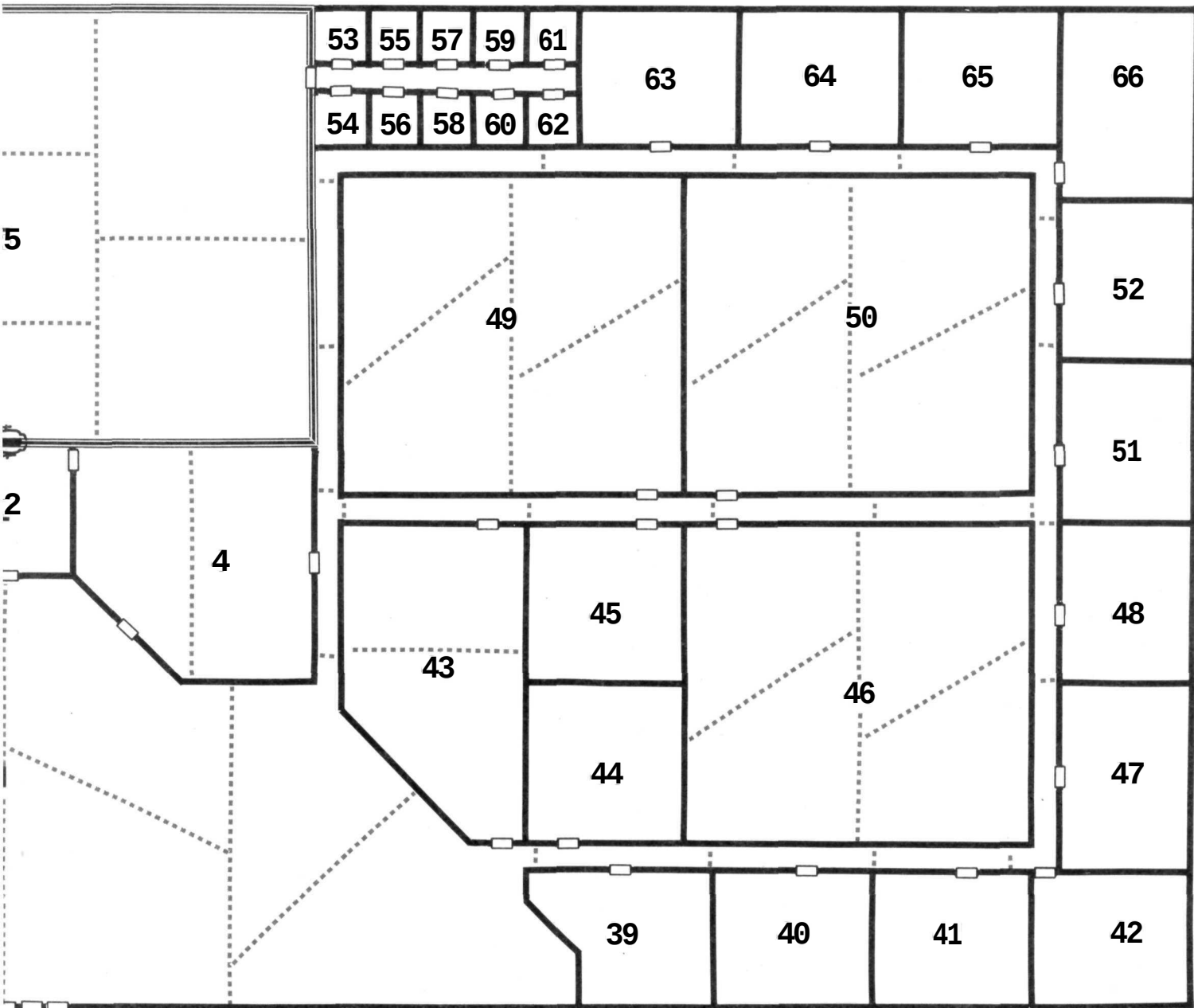
Place of Birth: Annandale-on-Hudson, New York.

Marital Status: Single.

Base of Operations: X-Factor Headquarters, New York City.

GROUPS: X-Men, X-Factor.







Official Game Adventure

X-Terminate

By Dale "Slade" Henson

Dominus. Mister Sinister. Apocalypse. In the old days, these villains operated under the name "Factor Three." But those old days are gone, right?

Wrong! They're back, and they're every bit as formidable as before. Chaos is their middle name. This time, they're using the technology of the day against *you*: X-Factor. Can you defeat these three emissaries of evil, or will they *X-Terminate* you in the process?

TSR, Inc.
POB 756
Lake Geneva,
WI 53147



TSR Ltd.
120 Church End, Cherry Hinton
Cambridge, CB1 3LB
United Kingdom

MARVEL SUPER HEROES is a trademark of the Marvel Entertainment Group, Inc. All Marvel characters, character names, and the distinctive likenesses thereof are trademarks of the Marvel Entertainment Group, Inc. ©1991 Marvel Entertainment Group, Inc. All Rights Reserved.

The TSR logo is a trademark owned by TSR, Inc. © 1991 TSR, Inc.
All Rights Reserved. Printed in the U.S.A.

ISBN 1-56076-066-4



6899XXX1401